

INVITATION TO THE ANNUAL SHARE- HOLDERS' MEETING

EVONIK INDUSTRIES AG
WEDNESDAY, MAY 28, 2025,
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 2 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 2 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, May 28, 2025

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.

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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, 2024;
- the approved consolidated financial statements as of December 31, 2024;
- 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 4, 2025, the Supervisory Board approved the annual financial statements and the consolidated financial statements as prepared by the Executive Board on February 26, 2025. 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 Association 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 2024 a dividend of €1.17 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 €870,000,000.00 stated in the annual financial statements for fiscal year 2024 be allocated as follows:

• Payment of a dividend of €1.17 per no-par value share entitled to a dividend	=	€545,220,000.00
• Allocation to other revenue reserves	=	€0.00
• Amount carried forward	=	€324,780,000.00

Net profit = **€870,000,000.00**

The dividend will be paid on June 3, 2025.

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, 2025 (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 2024

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 2024 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 2024

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 2024 are hereby formally approved for this period.

5. Resolution on the appointment of the auditor and of the Group auditor for fiscal year 2025 and of the auditor for an audit review of the condensed financial statements and interim management report as of June 30, 2025 pursuant to Sections 115 Paragraph 5, 117 No. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz) (“Half-Year Financial Statement”) and additional financial information during the year pursuant to Section 115 Paragraph 7 of the Wertpapierhandelsgesetz in the fiscal year 2025 as well as for the period up to the Annual Shareholders’ Meeting in the fiscal year 2026 and the sustainability reporting for the fiscal year 2025

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
- a) as the auditor and Group auditor for fiscal year 2025,
 - b) as the auditor for a review of the condensed financial statements and interim management report as of June 30, 2025, pursuant to Section 115 Paragraph 5 and Section 117 No. 2 of the Wertpapierhandelsgesetz—WpHG,
 - c) as 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 2025 and 2026 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 2025.

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

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).

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 appointment as auditor of the sustainability report 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 takes place 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.

6. Resolution on the approval of the Remuneration report 2024

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 2024 will be accessible on our website www.evonik.com/annual-shareholders-meeting 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 2024 is approved.

7. Resolution on amendments to the Articles of Association to increase the required majority for the removal of Supervisory Board members elected by the Shareholders' Meeting

Pursuant to Section 103 Paragraph 1 AktG, members of the Supervisory Board elected by the Shareholders' Meeting may be removed at any time by a resolution of the Shareholders' Meeting. The law provides that such resolutions require a majority of three-quarters of the votes cast. By way of derogation from this, Section 20 Paragraph 2 of the Articles of Association stipulates that all resolutions of the Shareholders' Meeting are to be passed by a simple majority of the votes cast, unless mandatory statutory provisions require otherwise. This also applies to resolutions on the removal of Supervisory Board members. The following proposal to amend the Articles of Association is intended to exclude the possibility of removal from this and to apply the majority of three-quarters of the votes cast provided for by law.

The Executive Board and the Supervisory Board propose the following:

Section 20 Paragraph 2 of the Articles of Association is to be given the following version.

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.

In addition, Section 8 Paragraph 4 of the Articles of Association is to be supplemented as follows.

Any member of the Supervisory Board may resign from office by giving a written declaration to the Chairman 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.

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 Association (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 Shareholders' Meeting on May 28, 2025, 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 Association, 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 21, 2025, 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 5703 64
22772 Hamburg, Germany
Fax: +49 89 20 7037 951
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 7, 2025, 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 7, 2025, 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 2, 2025. 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 22, 2025, and the day of the Annual Shareholders' Meeting, i.e. Wednesday, May 28, 2025 (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 21, 2025 (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, May 28, 2025, 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 Association 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 Association 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 7, 2025, 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 2, 2025.

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 only be issued with regard to resolution proposals of the management announced by the Company before the Annual Shareholders' Meeting 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 counterproposal 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, May 27, 2025 (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 21, 2025 (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, May 27, 2025.

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, May 27, 2025 (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 21, 2025 (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. 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, April 27, 2025. It should be addressed as follows to:

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

Pursuant to Section 122 Paragraph 2 Sentence 1, Paragraph 1 Sentence 3 AktG, persons submitting a request must provide evidence that they have held the shares in the Company for at least 90 days before the date the request is received and that they continue to hold such shares until the decision of the Executive Board on the request; 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 13, 2025, 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 notification of attendance. If the shareholder who has submitted the proposal is not recorded as a shareholder of the Company in the share register and has not duly submitted 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 2, 2025, 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 22, 2025. 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 23, 2025). 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 Notice 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.

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

Shareholders who have duly submitted notification of attendance and are 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.

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

The content of the Notice 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 Notice 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 Wednesday, April 9, 2025, and also submitted to such media that can be assumed to disseminate the information throughout the entire European Union.

9. 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.

10. 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, May 28, 2025, at the following internet address:

www.evonik.com/annual-shareholders-meeting

There will be no further video or audio transmission of the 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.

11. 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).

12. 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 2025

Evonik Industries AG
The Executive Board

Key figures for the Evonik Group

in € million	2020	2021	2022	2023	2024
Sales	12,199	14,955	18,488	15,267	15,157
Research & development expenses	433	464	460	443	459
Adjusted EBITDA ^a	1,906	2,383	2,490	1,656	2,065
Adjusted EBITDA margin in %	15.6	15.9	13.5	10.8	13.6
Adjusted EBIT ^b	890	1,338	1,350	521	1,027
Income before financial result and income taxes, continuing operations (EBIT)	819	1,173	942	-243	577
ROCE ^c in %	6.1	9.0	8.3	3.4	7.1
Net income	465	746	540	-465	222
Adjusted net income	640	986	1,054	370	777
Earnings per share in €	1.00	1.60	1.16	-1.00	0,48
Adjusted earnings per share in €	1.37	2.12	2.26	0.79	1.67
Total assets as of December 31	20,897	22,284	21,810	19,940	19,750
Equity ratio as of December 31 in %	38.8	42.1	50.7	45.1	46.1
Cash flow from operating activities	1,727	1,815	1,650	1,594	1,713
Cash outflows for investments in intangible assets, property, plant and equipment	956	865	865	793	840
Free cash flow ^d	780	950	785	801	873
Net financial debt as of December 31	-2,886	-2,857	-3,257	-3,310	-3,253
Lost time injury rate (LTI-R) ^e	0.16	0.19	0.25	0.21	0.14
Process safety incident rate (PSI-R) ^f	1.45	0.48	0.49	0.43	0.44
Next Generation Solutions in % of sales	37	41	43	43	45
Scope 1 and 2 emissions in million metric tons	6.5	6.3	6.0	5.3	5.1
No. of employees as of December 31	33,106	33,004	34,029	33,409	31,930

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

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

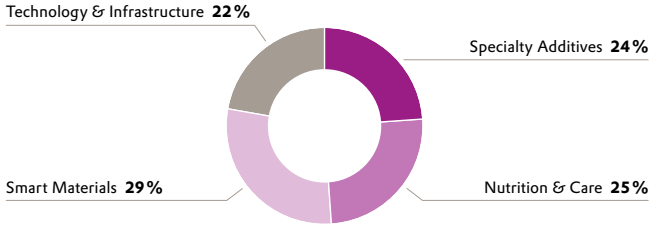
^c Return on capital employed.

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

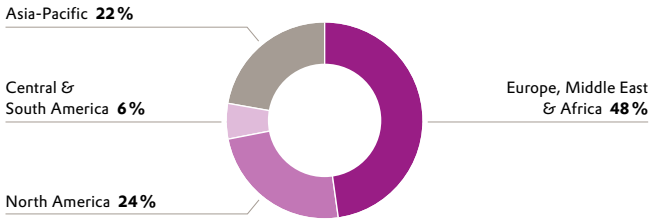
^e Number of work-related accidents (excluding traffic accidents) resulting in absences of at least one full shift per 200,000 working hours.

^f Number of incidents in production plants involving the release of substances or energy, fire or explosion per 1 million working hours. Since 2021, the number of incidents has been measured per 200,000 working hours in accordance with the current Cefic definition.

Sales by division



Sales by region^g



^g By location of customer.

Financial Calendar

Interim report Q1 2025

May 12, 2025

Annual Shareholders' Meeting 2025

May 28, 2025

Interim report Q2 2025

August 1, 2025

Interim report Q3 2025

November 4, 2025

Report on Q4 2025 and FY 2025

March 4, 2026

Annual Shareholders' Meeting 2026

June 3, 2026

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