

# Invitation to the Annual General Meeting 2023

of Siltronic AG on May 5, 2023



**Overview with information pursuant to Section 125 of the German Stock Corporation Act (AktG) in conjunction with Table 3 of the Implementing Regulation (EU) 2018 / 1212 (EU-IR)**

<b>A. Specification of the Message</b>		
A1	Unique identifier	Annual General Meeting of Siltronic AG on May 5, 2023 <i>(in the format specified in EU-IR: c3431beabda0ed11813f005056888925)</i>
A2	Type of message	Notice of General Meeting <i>(in the format specified in EU-IR: NEWM)</i>
<b>B. Specification of the Issuer</b>		
B1	ISIN	DE000WAF3001
B2	Name of the issuer	Siltronic AG
<b>C. Specification of the Meeting</b>		
C1	Date of the General Meeting	May 5, 2023 <i>(in the format specified in EU-IR: 20230505)</i>
C2	Time of the General Meeting	10:00 a.m. (CEST) <i>(in the format specified in EU-IR: 08:00 a.m. UTC)</i>
C3	Type of General Meeting	Ordinary General Meeting with the shareholders or their proxies <i>(in the format specified in EU-IR: GMET)</i>
C4	Location of the General Meeting	Haus der Bayerischen Wirtschaft, Max-Joseph-Str. 5, 80333 Munich
C5	Record Date	Technical record date before the beginning of the registration freeze is April 28, 2023, 24:00 hours (CEST) <i>(in the format specified in EU-IR: 20230428)</i>
C6	Uniform Resource Locator (URL)	<a href="https://www.siltronic.com/en/investors/annual-general-meeting.html">https://www.siltronic.com/en/investors/annual-general-meeting.html</a>
<b>Sonstige Angabe</b>		
E4	Vote	The vote on agenda items 2, 3, 4, 5, 7, 9, 10 and 11 each is binding. <i>(in the format specified in EU-IR: BV)</i>  The vote on agenda items 6 and 8 has recommendatory character. <i>(in the format specified in EU-IR: AV)</i>  There is no vote on agenda item 1.
E5	Alternative options for voting	The following options are available for agenda items 2 through 11: approval, rejection, abstention. <i>(in the format specified in EU-IR: VF, VA, AB)</i>

Further information on the invitation to the Annual General Meeting is published under the URL above. There you can find the invitation including the agenda, requirements for participation and information on further shareholder rights.

# Siltronic AG

Munich

WKN: WAF300

ISIN: DE000WAF3001

## Notice of the Annual General Meeting 2023

Dear Shareholders<sup>1</sup>,

We hereby convene the

### Annual General Meeting of Siltronic AG

on Friday, Mai 5, 2023 at 10:00 a.m. (CEST) at

Haus der Bayerischen Wirtschaft  
Max-Joseph-Str. 5  
80333 Munich.

The opening of the Annual General Meeting by the Chairman of the Meeting and the speech by the Chairman of the Executive Board will be broadcasted live to the public in audio and video form at <https://www.siltronic.com/en/investors/annual-general-meeting.html>. Please note that the broadcast is German language only.

## A. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements together with the combined management report of Siltronic AG and the Group as of December 31, 2022, as well as the report of the Supervisory Board for the fiscal year 2022 and the explanatory report of the Executive Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)**

With the exception of the approved annual financial statements, the documents mentioned above are an integral part of the Annual Report 2022. They are available on the Siltronic AG homepage at

<https://www.siltronic.com/en/investors/annual-general-meeting.html>.

They will also be available to shareholders during the Annual General Meeting.

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<sup>1</sup> For the sole purpose of better readability, this invitation does not use any gender-specific notation. All personal designations and terms are to be understood as gender-neutral in the sense of equal treatment.

The Supervisory Board has already approved the annual financial statements and consolidated financial statements prepared by the Executive Board; the annual financial statements are thus adopted. Therefore, in accordance with the applicable legal provisions, no resolution on Agenda Item 1 is proposed to be adopted.

## **2. Resolution on the appropriation of the net income of Siltronic AG for distribution of a dividend**

The Executive Board and the Supervisory Board propose that Siltronic AG's unappropriated net income for the previous fiscal year 2022 amounting to EUR 114,399,725 be appropriated as follows:

- |   |                      |
|---|----------------------|
| - Distribution of a dividend of EUR 3 per share entitled to receive a dividend<br>(as of March 1, 2023: 30,000,000) | EUR<br>90,000,000.00 |
| - Profit carried forward:   | EUR<br>24,399,725.00 |

Should the number of no-par value ordinary shares entitled to the dividend for the past fiscal year 2022 change before the date of the Annual General Meeting, the above proposal will be amended accordingly and presented for resolution at the Annual General Meeting, with an unchanged dividend of EUR 3 per no-par value share entitled to the dividend as well as suitably amended amounts for the sum to be distributed and the carryforward.

Pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG), the entitlement to the dividend is due for payment on the third business day following the resolution of the Annual General Meeting, i.e. on May 10, 2023.

## **3. Resolution on the discharge of the members of the Executive Board**

The Executive Board and Supervisory Board propose that the acts of the members of the Executive Board in office during the fiscal year 2022 be ratified for that period.

## **4. Resolution on the discharge of the members of the Supervisory Board**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in office during the fiscal year 2022 be ratified for that period.

## **5. Election of the auditor**

The Supervisory Board proposes - based on the recommendation of the Audit Committee - that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2023 and as auditor for the review of the condensed financial statements and the interim management report for the Group for the first half of the fiscal year 2023.

The Audit Committee has stated that its recommendation is free from undue influence by third parties and that no clause restricting the choice within the meaning of Article 16 (6) of the EU Regulation on statutory auditors or audit firms (Regulation (EU) No. 537 / 2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements for the statutory audit of public interest entities and repealing Commission Decision 2005/909/EC) has been imposed on it.

## **6. Resolution on the approval of the compensation system for the members of the Executive Board**

Pursuant to Section 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting decides on the approval of the compensation system for the members of the Executive Board submitted by the Supervisory Board for each material change to such compensation system, but at least every four years.

In connection with the appointment of Dr. Heckmeier as Chairman of the Executive Board of Siltronic AG and the associated review of the compensation system for Executive Board members, the Supervisory Board resolved on March 7, 2023 on the recommendation of the Executive Committee, to make changes to the compensation system for Executive Board members currently in force and last approved by the Annual General Meeting on May 5, 2022. The main change to the Executive Board compensation system for new appointments of Executive Board members is to provide for the possibility of market commitments in connection with the start of Executive Board service. The changes to the Executive Board compensation system in summary:

- For future new appointments of Executive Board members, the compensation system provides for the possibility that the Supervisory Board may grant benefits on the occasion of the commencement of Executive Board activity, in particular to compensate for the forfeiture of benefits at the previous employer.
- The basic pension plan through the Wacker Chemie VVaG pension fund will no longer apply to Executive Board members appointed from January 1, 2023.

The amended compensation system for the Executive Board is printed in section C.1. and will be available on our website <https://www.siltronic.com/en/investors/annual-general-meeting.html> from the time the Annual General Meeting is convened. The Executive Board compensation system will also be available at the Annual General Meeting.

The Supervisory Board proposes that the amended Executive Board compensation system be approved in accordance with Section 120a (1) of the German Stock Corporation Act (AktG).

## **7. Resolution on the compensation of the members of the Supervisory Board (at the same time approval of the compensation system for the members of the Supervisory Board)**

The current compensation regulations for the members of the Supervisory Board of Siltronic AG are set out in Section 13 of the Articles of Association of Siltronic AG. They date back to a resolution of the Annual General Meeting on May 7, 2015 and were last approved by the Annual General Meeting on June 26, 2020.

Following a thorough review, the Executive Board and the Supervisory Board have come to the conclusion that the current level of compensation no longer reflects market practice and the requirements and expectations of Supervisory Board activity at Siltronic AG.

In order to meet the increased requirements and expectations of Supervisory Board activities, the compensation - and thus also the compensation system - for the members of the Supervisory Board is to be revised.

The members of the Supervisory Board receive a fixed annual compensation of EUR 50,000. The compensation for the Chair of the Supervisory Board is three times this amount, for the Deputy Chair of the Supervisory Board and the Chair of a committee twice this amount, and for the other members of the committees one and a half times this amount. Double and multiple functions are not taken into account. In addition, the Company reimburses the expenses of the members of the Supervisory Board in the form of a lump sum of EUR 10,000 per calendar year. The attendance fee is abolished.

The new rules are to apply from January 1, 2023. The compensation system for the members of the Supervisory Board is printed in section C.2. and will be available on our website <https://www.siltronic.com/en/investors/annual-general-meeting.html> from the time the Annual General Meeting is convened. The Supervisory Board compensation system will also be available there during the Annual General Meeting.

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

a) § 13 of the Articles of Association is restated as follows:

### **“§ 13**

#### **Compensation of the Supervisory Board**

- (1) The members of the Supervisory Board shall receive a fixed annual compensation of EUR 50,000 (in words: fifty thousand euros) payable after the end of the financial year. Supervisory Board members who join or leave the Supervisory Board during the current financial year shall receive a corresponding pro rata compensation, rounded up to full months.
- (2) The compensation pursuant to subsection 1 shall be multiplied by a factor of 3 for the Chair of the Supervisory Board, by a factor of 2 for the Deputy Chair and the Chair of a committee, and by a factor of 1.5 for a committee member. Membership of the committee referred to in § 12 (1) shall not be taken into account, i.e. the members of this committee shall not receive any further factors for their functions on this committee. Double and multiple functions are not taken into account, i.e. the Chairperson and his/her deputy(s) do not receive any further factors for functions in committees and functions in committees are only taken into account once for members of the Supervisory Board
- (3) The Company reimburses the members of the Supervisory Board for their necessary expenses in the form of a lump sum. The lump sum shall amount to EUR 10,000 (in words: ten thousand euros) for each calendar year. Value-added tax is reimbursed by the Company insofar as the members of the Supervisory Board are entitled to invoice the Company separately for value-added tax and exercise this right. In addition, any employer's social security contributions arising under foreign law for Supervisory Board

activities are paid or reimbursed to the Supervisory Board member. The Company also reimburses the Supervisory Board members for necessary travel expenses.

- (4) The Company shall grant the members of the Supervisory Board appropriate insurance cover; in particular, the Company shall take out D&O insurance for the benefit of the members of the Supervisory Board.”
- b) The amendments to the Articles of Association listed under a) above shall replace the current provisions upon their entry in the Commercial Register and shall apply for the first time to the fiscal year beginning on January 1, 2023.
- c) The compensation of the members of the Supervisory Board pursuant to § 13 of the Articles of Association of Siltronic AG in the version valid as of the entry into force of the amendments to the Articles of Association proposed under a) above, including the compensation system on which this remuneration is based and which is described in more detail following the agenda, is adopted

## **8. Resolutions on the approval of the compensation report**

Pursuant to Section 162 of the German Stock Corporation Act (AktG), the Executive Board and the Supervisory Board of listed companies must prepare an annual compensation report and submit it to the Annual General Meeting for approval. In accordance with Section 162 (3) of the German Stock Corporation Act (AktG), the compensation report for the fiscal year 2022 was examined by the auditor to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) of the German Stock Corporation Act (AktG) were made. In addition to the statutory requirements, the auditors also examined the content of the report.

The compensation report for fiscal year 2022, including the auditor's report on the compensation report, is printed after this agenda item in section C.3. and will be available on our website <https://www.siltronic.com/en/investors/annual-general-meeting.html> from the time the Annual General Meeting is convened. The compensation report will also be available at the Annual General Meeting.

The Supervisory Board and the Executive Board propose that the compensation report for the fiscal year 2022, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), be approved.

## **9. Elections to the Supervisory Board**

Pursuant to Section 102 (1) and (2) of the German Stock Corporation Act (AktG) and § 7 (2) of the Articles of Association of Siltronic AG, the term of office of all members of the Supervisory Board will end at the close of the Annual General Meeting on May 5, 2023.

Pursuant to Sections 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) and Section 7 (1) sentence 1 no. 1 of the German Codetermination Act (MitbestG), the Supervisory Board is composed of six shareholder representatives and six employee representatives.

Pursuant to Section 96 (2) sentence 1 of the German Stock Corporation Act (AktG), the Supervisory Board must be composed of at least 30 percent women and at least 30 percent men. Both the shareholder representatives and the employee representatives have objected to the overall requirement in accordance with Section 96 (2) sentence 3 of the German Stock Corporation Act (AktG). The Supervisory Board must therefore be composed of at least two women and at least two men on both the shareholder and the employee side in order to comply with the minimum proportion requirement under Section 96 (2) sentence 1 of the German Stock Corporation Act (AktG).

The employee representatives on the Supervisory Board will be elected in March 2023 in accordance with the provisions of the German Codetermination Act (MitbestG) with effect from the end of the Annual General Meeting on May 5, 2023.

The Supervisory Board's election proposals for the shareholder representatives on the Supervisory Board are based on the recommendation of its Nomination Committee, take into account the objectives resolved by the Supervisory Board for its composition, and aim to fulfill the competence profile developed by the Supervisory Board for the full Board. The objectives and competency profile were resolved by the Supervisory Board on July 26, 2022 and are published, including the status of implementation, in the Corporate Governance Statement for the fiscal year 2022. This is included in the Annual Report 2022 and is part of the documents referred to under agenda item 1, which can be accessed on our website at <https://www.siltronic.com/en/investors/annual-general-meeting.html>.

The Supervisory Board proposes that the persons named below in items 1 to 6 be elected as Supervisory Board members representing the shareholders with effect from the end of the Annual General Meeting.

The appointment of Dr. Hermann Gerlinger (no. 1) is for a term of office until the end of the Annual General Meeting which resolves on the ratification of the acts of the Supervisory Board for the first fiscal year after the beginning of the term of office. The persons named under nos. 2 to 6 below are appointed for a term of office until the end of the Annual General Meeting which resolves on ratification of their acts for the third fiscal year after the beginning of their term of office. The fiscal year in which the term of office begins shall not be counted.

1. Dr. Hermann Gerlinger, Aalen  
Managing Partner of GeC GmbH
2. Dr. Ir. Jos P.H. Benschop, Veldhoven, Netherlands  
Corporate Vice President Technology at ASML Netherlands BV
3. Sieglinde Feist, Munich  
Head of Sales and Distribution
4. Michael Hankel, Lindau  
Supervisory Board Member
5. Mariella Röhm-Kottmann, Friedrichshafen  
Senior Vice President, Head of Corporate Accounting at ZF Friedrichshafen AG
6. Dr. Tobias Ohler, Munich  
Member of the Executive Board at Wacker Chemie AG

It is intended to have the Annual General Meeting decide on the election of new Supervisory Board members representing the shareholders by way of an individual vote.



Dr. Ohler is to be proposed as candidate for the chairmanship of the Supervisory Board. Further information on the Supervisory Board candidates proposed for election is provided in section C.4. following the agenda.

The Supervisory Board has assured itself that the proposed candidates will have sufficient time to perform their duties as members of the Supervisory Board of Siltronic AG.

The proposed term of office of two years for Dr. Gerlinger and four years for the other shareholder representatives on the Supervisory Board is intended to make use of the option provided for in the Articles of Association of Siltronic AG to appoint shareholder representatives for a shorter term of office than the standard term of five years (§ 7 (2) of the Articles of Association). In March 2023, Dr. Gerlinger has been a member of the Supervisory Board for more than twelve years. According to the independence indicators of the Corporate Governance Code, Dr. Gerlinger is not considered independent. However, the Supervisory Board plenum continues to regard him as independent of the Company and its Executive Board. In the opinion of the Supervisory Board plenum, Dr. Gerlinger has always participated objectively in the decision-making of the Supervisory Board and has not given any reason to doubt his independence. To ensure sufficient continuity in the ranks of the shareholders - two of the six shareholder representatives are being proposed for the first time - it seemed appropriate to propose Dr. Gerlinger for election to the Supervisory Board in 2023. At the same time, the generation change on the Supervisory Board is to be completed step by step. It was therefore proposed that the further term of office for him be limited to two years.

#### **10. Resolution on the amendment of § 14 of the Articles of Association to include an authorization for the Executive Board to provide for the holding of a virtual shareholders' meeting**

The Act on the Introduction of Virtual General Meetings of Stock Corporations and the Amendment of Cooperative, Insolvency and Restructuring Law Provisions has made the virtual general meeting a permanent provision in the German Stock Corporation Act. Pursuant to Section 118a (1) sentence 1 AktG, the Articles of Association may provide or authorize the Executive Board to provide that the shareholders' meeting is held as a virtual shareholders' meeting, i.e., without the physical presence of the shareholders or their proxies at the location of the shareholders' meeting.

The Executive Board and Supervisory Board are of the opinion that the format of the virtual annual general meeting has proven its worth in the last two years. Therefore, at least the possibility of holding virtual annual general meetings shall be created. It is therefore proposed that the Executive Board be authorized to decide flexibly and appropriately on the format of the annual general meeting in the interest of the shareholders. The maximum possible term of five years provided for by law is not to be used. Instead, only an authorization to hold virtual annual general meetings within a period of two years after registration of the amendment to the Articles of Association is to be resolved.

For future annual general meetings in this period, the Executive Board shall decide separately for each annual general meeting, at its due discretion and taking into account the relevant factual criteria, whether it should be held in person or virtually. The Executive Board will make its decisions taking into account the interests of the Company and its shareholders and in particular the

protection of shareholders' rights as well as aspects of health protection for the participants, effort and costs, and sustainability considerations.

If the Executive Board makes use of the authorization and decides to hold a virtual Annual General Meeting, safeguarding shareholders' rights will play a central role in its design and implementation. Where the statutory provisions provide for possibilities of restriction, these shall be applied, if at all necessary and appropriate, taking into account the interests of the shareholders in order to enable all shareholders to exercise their rights in an appropriate manner.

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

§ 14 of the Articles of Association of Siltronic AG is supplemented by the following new paragraph 3:

“(3) The Executive Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). The authorization shall apply to the holding of virtual Annual General Meetings within a period of two years after entry of this provision of the Articles of Association in the commercial register of the Company.”

#### **11. Resolution on an amendment to § 15 of the Articles of Association to enable members of the Supervisory Board to participate in the Annual General Meeting by means of video and audio transmission**

In the future, the members of the Supervisory Board shall be permitted to participate in the Annual General Meeting by means of video and audio transmission in special cases, including when a virtual Annual General Meeting is held.

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

§ 15 of the Articles of Association of Siltronic AG shall be supplemented by the following new paragraph 6:

“(6) In consultation with the Chairman of the Supervisory Board, members of the Supervisory Board are exceptionally permitted to participate in the Annual General Meeting by means of video and audio transmission in cases where, due to legal or health restrictions, their residence abroad, their necessary residence at another location in Germany, or due to an unreasonable travel time, their physical presence at the location of the Annual General Meeting would not be possible or would only be possible at considerable expense, or if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting.”

## B. Further information and notes

### Number of shares and voting rights

At the time the Annual General Meeting is convened, the Company's share capital is divided into 30,000,000 no-par value shares, each of which grants one vote. The Company does not hold any treasury shares at this time.

### Requirements for attending the Annual General Meeting and exercising voting rights

Only those shareholders who are registered as shareholders in the Company's share register on the day of the Annual General Meeting and have registered in good time are entitled to attend the Annual General Meeting and exercise their voting rights - in person or by proxy. The registration must be received by the Company no later than **April 28, 2023, 24:00 hours (CEST)** (last registration day):

Registration can be made via the shareholder portal on the website at <https://www.siltronic.com/en/investors/annual-general-meeting.html>. Shareholders entered in the share register will receive the necessary information for accessing the shareholder portal as follows: Provided shareholders have already registered for electronic delivery and have assigned their own password, these shareholders will receive an e-mail with the shareholder number and the link to the shareholder portal. Shareholders who are entered in the share register and who have not yet registered for electronic delivery will receive the information required to access the shareholder portal (shareholder number and individual access password) together with the registration documents by mail. If shareholders do not receive the registration documents without being requested to do so - for example because they are not yet entered in the share register on the date relevant for dispatch - they will be sent to the shareholders concerned on request. Such a request should be sent to the registration address stated below.

#### **Siltronic AG**

c/o Computershare Operations Center

80249 Munich

E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In addition to registering via the shareholder portal, registration can also be made in text form (Section 126b of the German Civil Code (BGB)) using this address or e-mail address.

In view of possible delays in mailing, we recommend that you register electronically via the shareholder portal, as late registrations may not be considered.

Intermediaries (e.g. banks) and - insofar as they are treated as equivalent pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) – shareholders' associations, proxy advisors and persons who offer themselves in a businesslike manner to shareholders to exercise voting rights at the Annual General Meeting may only exercise voting rights for shares which do not belong to them but of which they are registered as holders in the share register on the basis of authorization by the shareholder.

Registration for the Annual General Meeting does not affect the transferability of the shares concerned. Please note, however, that in relation to the Company, rights and obligations arising from shares exist only for and against the person entered in the share register (Section 67 (2) sentence 1 of the German Stock Corporation Act (AktG)). The right to participate and the number of voting rights are therefore determined by the registration status of the share register on the day of the Annual General Meeting.

It should also be noted that, for organizational reasons, there will be a so-called **registration freeze** in the period between **April 28, 2023, 24:00 hours (CEST)**, and **May 5, 2023, 24:00 hours (CEST)**, i.e. no entries or de-registrations will be made in the share register. All purchasers of shares who have not yet been entered in the share register are therefore requested in their own interest to submit transfer applications as soon as possible.

Shareholders who have registered for the Annual General Meeting by mail will be sent an admission ticket to the Annual General Meeting. Shareholders who have registered for the Annual General Meeting via the shareholder portal have the option of printing out their own admission ticket or having it sent to them by e-mail. Unlike registration, however, admission tickets are not a prerequisite for participation but merely serve to simplify the procedure at the entrance control for access to the Annual General Meeting.

### **Electronic Postal Voting**

It is intended that shareholders, even without attending the meeting, can cast their votes by way of electronic communication in the shareholder portal (Electronic Postal Vote). Only those registered shareholders - in person or by proxy - who are registered for the Annual General Meeting **no later than April 28, 2023** are entitled to exercise their voting rights by Electronic Postal Vote (as stated above under *“Requirements for attending the Annual General Meeting and exercising voting rights”*). The registration status in the share register on the day of the Annual General Meeting is also decisive for the voting rights exercised by Electronic Postal Vote; due to the above-mentioned stop on transfers, this registration status will correspond to the number of shares recorded in the share register at the **end of April 28, 2023**.

Votes can be cast electronically on the shareholder portal using the relevant access data at <https://www.siltronic.com/en/investors/annual-general-meeting.html>. The Electronic Postal Votes can be cast there **until May 4, 2023, 24:00 hours (CEST)**, at the latest. They can also be changed and revoked in the shareholder portal up to this time. As explained above, timely registration for the Annual General Meeting is always a prerequisite for the submission and amendment of Electronic Postal Votes.

If a shareholder wishes to attend the Annual General Meeting in person or by proxy and represent the shares concerned despite having already cast his vote by Electronic Postal Vote, this is possible and shall be deemed to be a revocation of the vote cast by Electronic Postal Vote.

Authorized intermediaries, shareholders' associations, proxy advisors and other persons treated as such in accordance with Section 135 (8) of the German Stock Corporation Act (AktG) may also use Electronic Postal Vote, subject to compliance with the aforementioned deadlines. The Company will provide them with an electronic submission channel on request.

## Procedure for voting by proxy and proxy voting

Shareholders who are entered in the share register on the day of the Annual General Meeting may also exercise their voting rights by proxy, e.g. through a bank, a shareholders' association or the proxies appointed by the Company. In this case, too, timely registration by the shareholder or by proxy must be ensured.

If the shareholder authorizes more than one person for the shares held by him/her in a securities account, the Company may reject one or more of these.

Separate access data to the shareholder portal will be provided for authorized representatives.

### *Authorization*

If neither intermediaries (e.g. banks) nor - insofar as they are treated as equivalent pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) - shareholders' associations, proxy advisors or persons who offer themselves to shareholders on a business basis to exercise voting rights at the Annual General Meeting are authorized, the granting of the proxy, its revocation and proof of authorization vis-à-vis the Company must be in text form.

Proxies may be granted and revoked both by declaration to the Company and by declaration to the person to be authorized. However, if the authorization is granted to the proxy, proof of authorization must be provided to the Company in text form. Proxies may be granted and revoked **no later than May 4, 2023, 24:00 hours (CEST)** upon proper registration by submitting a declaration to the Company via the shareholder portal or by sending an e-mail to the Company at the address or e-mail address specified in the above section for registration. On the day of the Annual General Meeting, the admission control to the Annual General Meeting will also be available for this purpose. To grant a proxy, please use the reply form enclosed with the registration documents. Shareholders and their proxies may submit proof of authorization or revocation of authorization by declaration to the proxy until **May 4, 2023, 24:00 hours (CEST)** to the Company at the address or e-mail address specified in the above section for registration. On the day of the Annual General Meeting, this proof can also be provided at the admission control to the Annual General Meeting.

In the case of the authorization of intermediaries (e.g. banks) and - insofar as they are treated as equivalent pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) - shareholders' associations, voting advisors or persons who offer themselves to shareholders on a business basis to exercise voting rights at the Annual General Meeting, the special statutory provisions of Section 135 of the German Stock Corporation Act (AktG) apply, which provide, among other things, that the authorization must be recorded in a verifiable manner. Exceptions to the text form requirement may therefore apply. In some cases, the recipients of proxy authorizations lay down their own rules for their authorization, which must be observed. We therefore recommend timely consultation with the relevant proxy recipients on the respective form and procedure of the authorization.

The personal attendance of the shareholder at the Annual General Meeting shall automatically be deemed a revocation of the proxy previously granted to a third party.

### *Exercise of voting rights by proxy of the Company*

As a special service for our shareholders, we offer you the option of being represented by employees of the Company in exercising your voting rights at the Annual General Meeting in accordance with your instructions. Our proxies can only vote in accordance with your instructions. For this reason, voting instructions must be given together with the power of attorney. Please note that the proxies can therefore only exercise voting rights on those agenda items for which you have issued instructions and that the proxies cannot accept instructions on procedural motions either before or during the Annual General Meeting. It is also not possible to issue instructions on requests to speak, to object to resolutions of the Annual General Meeting, or to ask questions or propose motions.

If you wish to authorize one of our proxies, you can do so via the shareholder portal or please use the authorization and instruction form which we will send to you directly. The authorization and instruction via the shareholder portal or the proxy form must be received by the Company **no later than May 4, 2023, 24:00 hours (CEST)**. Please send the proxy form with the relevant instructions and any amendments or revocations in good time so that they reach the Company **no later than May 4, 2023, 24:00 hours (CEST)** at the address or e-mail address specified for registration in the section "*Requirements for attending the Annual General Meeting and exercising voting rights*".

On the day of the Annual General Meeting, the granting of power of attorney and instructions to the proxies of the Company as well as their amendment or revocation in text form may also be made at the admission control of the Annual General Meeting.

The personal attendance of a shareholder or a third party authorized by him at the Annual General Meeting shall automatically be deemed to be a revocation of a previously granted power of attorney to the proxies of the Company.

Authorized intermediaries, shareholders' associations, proxy advisors and other persons treated as such in accordance with Section 135 (8) of the of the German Stock Corporation Act (AktG) may also be represented by the Company's proxy in compliance with the aforementioned deadlines. Upon request, the Company will provide them with an electronic way to authorize and instruct proxies or the corresponding reply form.

**Inquiries, motions, election proposals, requests for information  
(Information on shareholders' rights in accordance with Sections 122 (2), 126 (1), 127,  
131 (1) of the German Stock Corporation Act (AktG))**

***Requests for Additions to the Agenda at the request of a minority pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)***

Shareholders whose shares together represent a proportionate amount of the share capital of EUR 500,000.00 (this corresponds to 125,000 shares) may request that items be placed on the Agenda and be published. In addition, in accordance with Section 87 (4) of the German Stock Corporation Act (AktG) in conjunction with Section 122 (2) of the German Stock Corporation Act (AktG), they can request the General Meeting to pass a resolution on the reduction of the maximum compensation determined in accordance with Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (AktG). Each new item must be accompanied by an explanation or a draft resolution. The request must be addressed in writing to the Executive Board of Siltronic AG and must be received by the Company at least 30 days prior to the meeting, i.e. no later than **24:00 hours on April 4, 2023 (CEST)**. Please send your request to the following address:

**Siltronic AG**  
Executive Board  
Attention: Investor Relations  
Einsteinstraße 172  
81677 Munich

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the decision of the Executive Board on the request, whereby Section 70 of the German Stock Corporation Act (AktG) applies when calculating the period of share ownership. The day of receipt of the request shall not be counted. A postponement from a Sunday, Saturday or public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German Civil Code (BGB) shall not apply mutatis mutandis.

Requests for additions to the Agenda that have to be published will be announced in the Federal Gazette immediately after receipt of the request. They are also published on the Internet at <https://www.siltronic.com/en/investors/annual-general-meeting.html> and communicated to the shareholders entered in the share register in accordance with Section 125 (2), (1) sentence 3 of the German Stock Corporation Act (AktG).

***Motions and nominations by shareholders pursuant to Sections 126 (1), 127 of the German Stock Corporation Act (AktG)***

Each shareholder is entitled to submit to the Company countermotions to a proposal of the Executive Board and/or Supervisory Board on a specific Agenda Item as well as proposals for the election of Supervisory Board members or auditors.

Counter motions (possibly accompanied by the reasons for the motion) and election proposals must be sent exclusively to the following address:

**Siltronic AG**

Investor Relations

Einsteinstraße 172

81677 Munich

E-Mail: [hauptversammlung@siltronic.com](mailto:hauptversammlung@siltronic.com)

Counter motions and election proposals to be made accessible, which are received at the above address no later than 14 days prior to the Annual General Meeting, i.e. by **24.00 hours April 20, 2023 (CEST)**, will be published at <https://www.siltronic.com/en/investors/annual-general-meeting.html> without delay after receipt, including the name of the shareholder and the reasons to be made accessible - if applicable, together with the additional content to be provided pursuant to Section 127 sentence 4 of the German Stock Corporation Act (AktG). Any comments by the management will also be published on the Siltronic AG website.

Nominations do not have to be published if the nomination does not contain the information required under stock corporation law in accordance with Sections 124 (3) sentence 4 and 125 (1) sentence 5 of the German Stock Corporation Act (AktG) (name, profession and place of residence of the auditor or Supervisory Board candidate as well as information on the Supervisory Board candidate's membership of other statutory supervisory boards).

In addition, the Company may refrain from making a counter motion or election proposal accessible in the cases set out in Section 126 (2) or (3) of the German Stock Corporation Act (AktG).

Please note that even if counter motions and election proposals have already been submitted to the Company in advance, they will only be considered at the Annual General Meeting if they are submitted orally (again). The right of shareholders to submit counter motions to items on the agenda or to make election proposals during the Annual General Meeting is independent of any prior communication to the Company.

***Shareholders' right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)***

Upon request, each shareholder shall be provided with information by the Executive Board at the Annual General Meeting on matters concerning the Company, insofar as the information is necessary for a proper assessment of the item on the agenda and there is no right to refuse to provide information. The Executive Board's duty to provide information also extends to Siltronic AG's legal and business relations with affiliated companies and to the situation of the Group and the companies included in the consolidated financial statements. Requests for information are generally to be made orally during the discussion at the Annual General Meeting. Pursuant to § 16 (2) sentence 3 of the Company's Articles of Association, the chairman of the meeting is authorized to impose reasonable time limits on shareholders' right to ask questions and to speak.

***Publications on the Company's website (Section 124a of the German Stock Corporation Act (AktG))***

This invitation to the Annual General Meeting as well as the documents and motions of shareholders to be made available by law and further explanations of the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG)



are also available on the Company's website at the following link: <https://www.siltronic.com/en/investors/annual-general-meeting.html>.

The documents to be made available by law will be available at the Annual General Meeting.

The voting results are published on the Company's website after the Annual General Meeting.

#### **Information on data protection for shareholders**

Your personal data will be processed for the purposes of maintaining the share register as required by the German Stock Corporation Act (AktG), for communicating with you as a shareholder, for holding our Annual General Meetings and for operating the shareholder portal.

In addition, your data will be used for related purposes and to fulfil further legal obligations (e.g. obligations to provide proof or to retain data). Further information on data protection for shareholders and shareholder representatives is available at <https://www.siltronic.com/en/investors/annual-general-meeting.html>.

## C. Further Information on Agenda Items

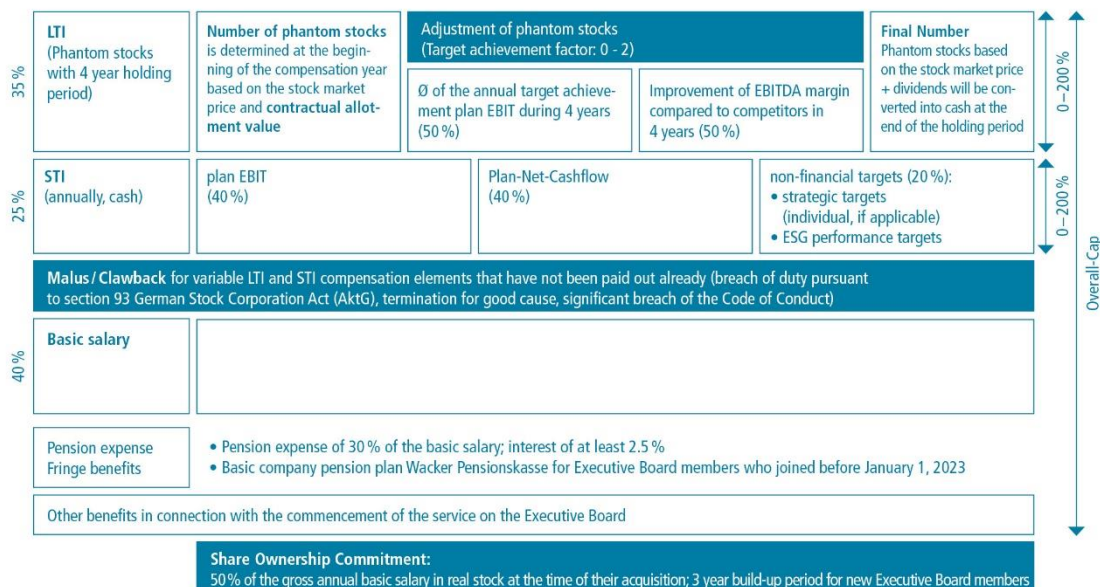
### 1. Compensation System for Members of the Executive Board (Agenda Item 6)

#### MAIN FEATURES OF THE COMPENSATION SYSTEM FOR THE MEMBERS OF THE EXECUTIVE BOARD OF SILTRONIC AG

The system for the compensation of the members of the Executive Board is clear and comprehensible.

The compensation system applies to all Executive Board members retroactively as of January 1, 2023, as well as to all new service contracts to be concluded with Executive Board members and reappointments.

##### Model compensation system



#### THE COMPENSATION SYSTEM IN MORE DETAIL

##### I. Maximum compensation (Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (AktG))

The total compensation to be granted for a fiscal year (sum of all compensation amounts spent for the fiscal year in question, including basic annual salary, variable compensation components, other benefits on the occasion of the commencement of Executive Board activities, pension expenses (service costs) and fringe benefits) of the members of the Executive Board (irrespective of whether it is paid in this fiscal year or at a later date) is limited to a maximum amount (“**Maximum Compensation**”). The Maximum Compensation for the Chairman of the Executive Board amounts to EUR 2,650,000.00 and for other members of the Executive Board

to EUR 1,810,000.00 each. As explained in more detail below, the variable compensation components are also limited to twice their respective target amount.

## **II. Contribution of compensation to promoting the business strategy and long-term development of Siltronic AG (Section 87a (1) sentence 2 no. 2 of the German Stock Corporation Act (AktG))**

The compensation system contributes to furthering Siltronic AG's business strategy of sustainably consolidating its position as a leading manufacturer of semiconductor wafers by defending its technology position, expanding its capacities in line with market growth, and generating profit and positive cash flow over all market cycles by continuously improving its cost position.

The compensation system provides incentives that are consistent with and support this business strategy: Unless otherwise agreed, the financial targets of the short-term variable compensation (short-term incentive, "**STI**") relate to the performance categories 'plan EBIT' and 'plan net cash flow', thus promoting the focus on profitability and the generation of positive cash flow. The non-financial objectives of the STI support the strategic development of the Company which also includes social and ecological aspects. The performance factor in the (long-term incentive, "**LTI**") is used to incentivize long-term profitability and operational improvement compared to competitors. The LTI is intended to promote long-term commitment and provide an incentive for sustainable value creation in the interests of shareholders and the strategic goals of the Company. As an important step towards linking the compensation to the long-term development of the Company, the LTI portion exceeds the portion of the STI and the assessment basis is four years.

Finally, the compensation system helps to attract qualified executives and retain them in the long term.

## **III. Compensation components (Section 87a (1) sentence 2 no. 3 of the German Stock Corporation Act (AktG))**

### **1. Overview of the compensation components and their respective relative share of the compensation**

The compensation of the members of the Executive Board consists of fixed and variable components. The fixed components include the fixed annual salary, fringe benefits and the company pension scheme. Variable components are the STI and the LTI. In addition, the Executive Board compensation system is supplemented by appropriate and customary commitments in connection with the commencement of the Executive Board membership.

The relative share of all fixed and variable compensation components is explained below in connection with the total target compensation. The total target compensation for the respective fiscal year is composed of the fixed annual salary, for the STI the target value in case of a 100% target achievement, for the LTI the allocation value that corresponds to 100% of the target achievement, the pension expense (service costs) and fringe benefits. One-time commitments in connection with the commencement of the service as a member of the Executive Board are not considered for the purpose of determining the relative proportions.

The expected relative share of the respective compensation components in the total target compensation is as follows:

Fixed compensation (fixed annual salary, pension expense (service cost) and fringe benefits).	40 – 55 %
STI (short-term incentive)	15 - 25 %
LTI (long-term incentive)	25 - 35 %

By giving more weight to the LTI compared to the STI, the focus is placed on the sustainable and long-term development of Siltronic AG.

The above percentages may differ by a few percentage points for future fiscal years or for any new appointments. Deviations may also result from the updated actuarial calculation of service costs for each fiscal year or for new appointments, from any changes in fringe benefits, or from the granting of other benefits on the occasion of the commencement of service as a member of the Executive Board.

## **2. Fixed compensation components**

### **2.1 Basic annual salary**

The basic annual salary is a fixed cash payment for the entire year, based on the area of responsibility of the respective member of the Executive Board. It is paid as a salary in twelve monthly instalments.

### **2.2 Company pension scheme**

Executive Board members who joined the Company before January 1, 2023 are entitled to a basic Company pension through the Wacker Chemie VVaG pension fund. For this purpose, the Company and the Executive Board make monthly contributions to the pension fund. This module does not apply to Executive Board members joining on or after January 1, 2023.

In addition, they are entitled to a supplementary Company pension from the Company. The Company provides a pension expense of 30% of the basic annual salary each year. The pension expenses saved up to the time of retirement are credited to a notional capital account and bear interest at the current yield, but at a minimum of 2.5% and a maximum of 5%.

The pension is calculated by multiplying this pension capital according to the status of the corresponding capital account at the time of the occurrence of the pension case by the pension factor applicable to the respective retirement age of the Executive Board member at the time of the occurrence of the pension case. Alternatively, in the event of a pension being payable, the member of the Executive Board can choose a lump-sum payment instead of the promised lifelong retirement and disability pension, which corresponds to the pension capital at the time of the pension payment.

The gross amount of the monthly pension to be paid after retirement (based on the employer-financed portion) is limited for the members of the Executive Board to 50% of the monthly installment of the basic annual salary last received by the respective Executive Board member from the Company (pension cap).

Members of the Executive Board who have been promised deferred compensation in the past may continue to receive this compensation to the same extent as before.

The current members of the Executive Board receive an additional monthly amount (gross) from the Company in the amount of the employer's contribution to the statutory pension scheme as a building block for building up a private pension scheme. Such a component will no longer be granted to Executive Board members who joined after January 1, 2023.

## **2.3 Fringe Benefits**

As a fringe benefit by the Company, the members of the Executive Board have a company car at their disposal, also for private use. In addition, there is a D&O insurance policy with a deductible in accordance with the requirements of the German Stock Corporation Act (AktG) amounting to 10% of the damage up to one and a half times the basic annual salary. In addition, the members of the Executive Board are included in the criminal legal expenses insurance that the Company has taken out for its employees and members of its executive bodies. This insurance covers any lawyer and court costs incurred in the defense in criminal or misdemeanor proceedings. In addition, the members of the Executive Board are included in an accident insurance policy for accidents on and off the job. The members of the Executive Board also receive a subsidy for health and long-term care insurance as well as costs in connection with a medical check-up.

## **3. Variable compensation components**

### **3.1 STI**

The STI is a performance-related bonus with a one year assessment period. The basis for the STI is the achievement of the performance targets set by the Supervisory Board for each fiscal year at the beginning of the fiscal year. The performance targets consist of financial targets and non-financial targets. Unless otherwise specified, the financial targets relate to the performance categories 'plan EBIT' (40%) and 'plan net cash flow' (40%). The non-financial targets relate to strategic targets (10%; in case of several strategic targets, the weighting between the targets is determined by the Supervisory Board), which may also include personal/individual targets for the member of the Executive Board, as well as environmental, social and prudent corporate management (governance) targets - so-called ESG targets - (10% in total; in case

of several ESG targets, the weighting between the targets is determined by the Supervisory Board). The ESG targets are based on the targets defined by the Company in the Company's sustainability strategy, from which the Supervisory Board selects annually. The Supervisory Board is entitled to determine other or further suitable performance categories and targets for future assessment periods and to set a different weighting. The amount paid out for the STI is calculated by multiplying the total target achievement factor (sum of the target achievement factors in the performance categories and non-financial targets) for the compensation year by the contractually agreed target value. The STI is limited to a maximum of twice the target value. The STI is determined by the Supervisory Board within the first three months of the fiscal year following the year of compensation. If the Executive Board member does not work for the Company for a full twelve months in any one fiscal year, the STI is reduced accordingly on a pro rata basis.

The STI becomes due for payment with the fixed salary for the month following the month of determination. In the event of extraordinary events or developments, e.g. the acquisition or sale of a business unit, the Supervisory Board is entitled to make appropriate adjustments to the plan conditions of the STI at its reasonable discretion.

### 3.2 LTI

The LTI is designed as a share-based performance share plan with a four year performance period or holding period for the phantom stocks (performance shares). The allotment value agreed in the service contract is initially converted into granted phantom stocks on the basis of the average weighted closing price of the share of the XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last 30 trading days prior to the first day of the compensation year. The phantom stocks are held for a period of four years, calculated from the beginning of the compensation year. The basis for the LTI and the final number of phantom stocks is the achievement of the targets set by the Supervisory Board for each performance period. For each performance period, the performance targets are set by the Supervisory Board at the beginning of the performance period. Unless otherwise specified, the performance targets relate to the performance categories EBITDA margin improvement/deterioration in comparison with competitors over the performance period (50%) and average annual plan EBIT target achievement of the Company over the four year performance period (50%; each year of the performance period equally weighted). The Supervisory Board is entitled to determine other or further suitable performance categories and targets and a different weighting for future assessment periods. The LTI is settled in cash. For this purpose, the final number of phantom stocks is first calculated by multiplying the granted number of phantom stocks by the overall target achievement factor (sum of the target achievement factors in the performance categories). The amount of the cash settlement is based on the average weighted closing price of the share of the XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last 30 trading days of the performance period and the sum of the dividends that would have been distributed for real shares during the performance period. The amount of the LTI is determined by the Supervisory Board within the first three months of the fiscal year following the last fiscal year of the performance period. The LTI becomes due for payment with the fixed salary for the month following the month of the deter-

mination. In the event of extraordinary events or developments, e.g. in the event of the acquisition or sale of a business unit, the Supervisory Board is entitled to adjust the plan conditions of the LTI at its reasonable discretion.

#### **4. Other benefits - commitments in connection with the commencement of the service on the Executive Board**

When a member of the Executive Board is appointed for the first time, the Supervisory Board may grant benefits on the occasion of the commencement of Executive Board activity, in particular to compensate for the forfeiture of benefits with the previous employer.

#### **IV. Performance criteria for granting variable compensation components (Section 87a (1) sentence 2 no. 4 of the German Stock Corporation Act (AktG))**

The financial and non-financial performance criteria already presented under III.3 contribute to the promotion of the business strategy and the long-term development of the Company and their achievement is measured as follows:

##### **1. STI**

The overall target achievement factor (performance factor) of the STI is based on financial and non-financial performance targets of strategic relevance to the Company.

The performance criterion 'plan EBIT' (40%) provides incentives to strengthen the Company's operational earning power. EBIT measures earnings before interest and taxes as defined in more detail in the Company's Annual Report. With regard to the tax relief from which the Singapore subsidiary benefits for its investments, it makes sense to choose a ratio that excludes local taxation and the financial structure of the Company. Furthermore, the key figure EBIT takes depreciation and amortization into account and - against the background of the capital intensity of the semiconductor sector - only promotes investments that achieve an appropriate return on capital employed.

The performance criterion 'plan net cash flow' (40%) is based on one of the key financial control parameters used to manage the Company. The net cash flow shows whether the necessary investments in property, plant and equipment and intangible assets can be financed from the Company's own operating activities. In addition to profitability, the main influencing factors are effective management of net working capital and the level of capital expenditure. Net working capital is the sum of inventories and trade receivables less trade payables. A positive net cash flow is particularly important in a cyclical industry. Influencing factors for this performance category are in particular cost performance, good working capital management and an appropriate investment policy. On the other hand, factors of a non-operating nature, such as inflows and outflows of customer prepayments and changes in non-operating current assets are not considered in the benefits category.

The non-financial targets contribute equally to promoting the business strategy: 10% of the overall target achievement factor will be based on one or two strategic targets. The Supervisory Board pays particular attention to the strategic focus issues for the compensation year. For the

fiscal year 2023, for example, the Supervisory Board has set a target relating to the project development of a big investment project (FabNext).

A further 10% of the overall target achievement factor of the STI is based on one or more ESG targets. The ESG objectives are based on the sustainability targets defined by the Company as part of its business strategy. For the fiscal year 2022, the Supervisory Board has set quantitative ESG targets for the prevention of occupational accidents (measured on the basis of occupational accidents with lost work time per million hours worked), for the efficient use of silicon in wafer production (measured on the basis of silicon growth), for reducing the consumption of water (per cm<sup>2</sup> of wafer area), for reducing greenhouse gas emissions in accordance with the adopted climate strategy (Scope 1 and Scope 2 according to the Science Based Targets Initiative) and for waste avoidance. The sustainability strategy and the Company's main non-financial objectives are published in the non-financial report, which contains further information on the sustainability strategy.

The overall target achievement factor is decisive for the STI payout amount. This is calculated by multiplying the overall target achievement factor for the compensation year by the contractually agreed target value. For each performance category and each non-financial target, the Supervisory Board sets a target value, a minimum value and a maximum value at the beginning of the fiscal year. The target value corresponds to a target achievement of 100% or a target achievement factor of 1. The annual overall target achievement factor corresponds to the weighted sum of the target achievement factors in the performance categories and non-financial targets. The maximum overall objective achievement factor is 2 or 200%. For the purpose of setting the financial performance criteria, the Supervisory Board takes into account the budget approved by the Supervisory Board or the forecast values stored for the Siltronic Group. The achievement of targets is measured by means of the financial ratios published in the consolidated financial statements. The measurements for the non-financial indicators are based on the Company's internal sustainability reporting, which also forms the basis for the indicators published in the Company's non-financial report.

## 2. LTI

The overall target achievement factor (performance factor) of the LTI is based on economic indicators that take into account the long-term viability of the Company. The overall target achievement factor is decisive for the number of phantom stocks to be finally settled in cash.

For the overall target achievement factor, a 50% change in the Company's EBITDA margin in comparison with competitors over the performance period is relevant, i.e. in comparison with other wafer manufacturers. The group of wafer manufacturers is defined by the Supervisory Board. The selection is disclosed in the compensation report. The EBITDA margin is defined as earnings before interest, taxes, depreciation and amortization, including impairment losses and, where applicable, reversals of impairment losses. It is one of the Siltronic Group's financial control parameters for measuring profitability in comparison with competitors. With this performance criterion, the Supervisory Board would like to create incentives for a performance that is demanding by industry standards. At the beginning of the compensation year, the Supervisory Board sets a target value, a maximum value and a minimum value for the performance category EBITDA margin improvement/deterioration. To determine the EBITDA devel-



opment, the Supervisory Board first determines the average EBITDA margin of the four reported quarters preceding the four-year performance period for the Company and for each peer company and compares it with the average EBITDA margin of the four reported quarters prior to the end of the performance period. In the second step, the EBITDA development thus determined is used to determine the percentage by which the EBITDA margin has improved or deteriorated for the Company and for each comparable company; the average is then calculated for the comparable companies. The third step is to determine by what percentage the Company's EBITDA margin deviates from the average EBITDA margin change of the peer companies. Based on the percentage determined, the achievement of the objectives is calculated in a fourth step.

A further 50% of the overall target achievement factor is based on the average Company performance over the four year performance period, i.e. the average of the annual plan EBIT target achievement of the Company over the four year performance period. The definition of objectives and the measurement of target achievement follows the STI's plan EBIT target.

The annual overall target achievement factor corresponds to the weighted sum of the target achievement factors in the performance categories. The maximum overall target achievement factor is 2 or 200%.

In addition, the members of the Executive Board participate in the long-term share price development over the performance period: The contractually agreed allotment value for the LTI at the beginning of the performance period is based on the stock price of the Company's share on the last 30 trading days prior to the beginning of the performance period. The cash settlement at the end of the performance period depends on the share price of the Company on the last 30 stock exchange trading days of the performance period as well as the total dividends distributed during the performance period.

#### **V. Options for the Company to reclaim variable compensation components (Section 87a (1) sentence 2 no. 6 of the German Stock Corporation Act (AktG))**

The Supervisory Board may reduce the amount paid out under the STI and the LTI by up to 100% upon termination of the Executive Board member's service contract due to termination by the Company for good cause, in the event of a breach of duty within the meaning of Section 93 of the German Stock Corporation Act (AktG) or a material breach of the Company's Code of Conduct by the Executive Board member during the assessment period - in case of the STI during the relevant one year assessment period, in case of the LTI during the relevant four year assessment period in each case. The reduction of the amount paid out is at the dutiful discretion of the Supervisory Board.

#### **VI. Share-based payment (Section 87a (1) sentence 2 no. 7 of the German Stock Corporation Act (AktG))**

In addition to the LTI as a share-based performance share plan with a four year performance period, the share ownership commitment for the Executive Board is another key component of the compensation system. The members of the Executive Board are obliged to acquire shares amounting to 50% of a basic annual salary (gross amount) and to hold these shares for the duration of their appointment to the Executive Board. There is a three-year build-up phase from the start of the appointment to fulfill the shareholding obligation. The value of the shares at the time of acquisition is decisive. The current members of the Executive Board, Dr. von Plotho and Mr. Irle, fulfil this share retention obligation by means of the shares held by them at the time of the conclusion of their service contract in March 2020, based on the value of the shares at the time of the first creation of a share retention obligation on September 14, 2017. In addition to the LTI, the share retention obligation provides an additional incentive for the long-term development of the enterprise value beyond the respective four year performance period.

## **VII. Compensation-related legal transactions (Section 87a (1) sentence 2 no. 8 of the German Stock Corporation Act (AktG))**

### **1. Terms and conditions for the termination of compensation-related legal transactions, including the respective notice periods (No. 8a)**

The terms of the service contracts correspond to the duration of the appointment and, in the event of reappointment, are extended in each case by the duration of the reappointment. As a rule, Executive Board members are appointed for a period of three years upon initial appointment. The reappointment period is a maximum of five years.

The Supervisory Board may agree on an ordinary right of termination or a linking clause.

There is no special right of termination in the event of a change of control, nor is there any promise of benefits in the event of premature termination of Executive Board membership due to a change of control.

### **2. Compensation for dismissal (No. 8b)**

In the event of premature termination of the service contract, any payments to be agreed, including fringe benefits, may not exceed the value of two years' compensation or the value of the compensation for the remaining term of the service contract within the meaning of recommendation G.13 of the German Corporate Governance Code (GCGC) as amended on April 28, 2022 (severance payment cap). In the event of premature termination by the Company for good cause, a severance payment is excluded.

The members of the Executive Board are each subject to a post-contractual non-competition obligation for a period of twelve months after termination of their service contracts. During this period, they are entitled to a waiting allowance amounting to 100% of the last annual basic salary received. Any benefits paid under the Company pension scheme and any income earned from activities not covered by the waiting period obligation are offset against the waiting period compensation if this additional income exceeds the total annual compensation (the amount paid out is decisive) of the last full year of service as a member of the Executive Board. If the Company pays a compensation for waiting periods, the severance payment will be credited against the compensation for waiting periods.

If the service relationship ends otherwise than as a result of termination by the Company for good cause, the entitlement to the STI and the LTI remains subject to the general contractual provisions on settlement and payment.

The main features of the pension and early retirement schemes are already explained in the information provided under III.2.

**VIII. Consideration of the compensation and employment conditions of employees when determining the compensation system (Section 87a (1) sentence 2 no. 9 of the German Stock Corporation Act (AktG))**

The Supervisory Board annually reviews the compensation of the Executive Board members in comparison with the average compensation of senior management and management (senior management circle) as well as with the average compensation of Siltronic AG's non-tariff and tariff employees in Germany (vertical comparison). This is done on the one hand regarding the fixed salary (including fringe benefits) and on the other hand including the variable compensation (without pension). Within the framework of this vertical comparison, the target compensation and basic salary of the members of the Executive Board (excluding pensions and fringe benefits) are each set in relation to the average compensation of employees at the above-mentioned function levels and a factor.

**IX. Procedures for determining, implementing and reviewing the compensation system (Section 87a (1) sentence 2 no. 10 of the German Stock Corporation Act (AktG))**

The Supervisory Board determines the system and the amount of the compensation of the Executive Board, including the maximum compensation, on the basis of a proposal by the Executive Committee of the Supervisory Board.

The Supervisory Board submits the resolved compensation system to the Annual General Meeting for approval. The Supervisory Board regularly reviews the system and level of compensation of the Executive Board for appropriateness. To this end, it conducts an annual vertical comparison of the compensation of the Executive Board with that of the workforce (see VIII.). Secondly, the level and structure of compensation is compared with a peer group of German listed companies defined by the Supervisory Board, which have similar key figures and whose composition is published.

In the event of significant changes, but at least every four years, the compensation system is again submitted to the Annual General Meeting for approval.

If the Annual General Meeting does not approve the system submitted for voting, the Supervisory Board shall submit a reviewed compensation system to the Annual General Meeting for approval at the latest in the following Annual General Meeting.

The present compensation system applies to all members of the Executive Board with retroactive effect from January 1, 2023, as well as to all new service contracts to be concluded with Executive Board members and in the event of re-appointments.

The Supervisory Board may temporarily deviate from the compensation system (procedures and regulations on compensation structure) and its individual components as well as with regard to individual compensation components of the compensation system or introduce new compensation components if this is necessary in the interest of the long-term well-being of the Company.

## **2. Compensation System for Members of the Supervisory Board (Agenda Item 7)**

### **1. Contribution of the compensation to the promotion of the business strategy and the long-term development of Siltronic AG (Section 113 (3) sentence 3 in conjunction with Section 87a (1) sentence 2 no. 2 of the German Stock Corporation Act (AktG))**

In line with market conditions, the compensation of the Supervisory Board promotes the business strategy and long-term development of the Company by enabling qualified individuals to be recruited to serve on the Supervisory Board.

### **2. Compensation components (Section 113 (3) sentence 3 in conjunction with Section 87a (1) sentence 2 no. 3 of the German Stock Corporation Act (AktG))**

The compensation of the Supervisory Board consists exclusively of fixed compensation components.

The Articles of Association provide for a fixed annual compensation of EUR 50,000.00 for members of the Supervisory Board.

Due to the additional workload associated with the performance of certain functions, the compensation for the Chairman of the Supervisory Board is multiplied by a factor of 3. For its Deputy and the chairman of a committee, a factor of 2 is applied, and for members of committees, the compensation is multiplied by a factor of 1.5. However, membership of the Mediation Committee required by law is not taken into account, i.e. membership of this committee does not lead to an increase in annual compensation. In addition, double and multiple functions are not taken into account, so that the Chairman and Deputy do not receive any additional factors for functions on committees. In addition, functions on committees are only taken into account once for Supervisory Board members.

When joining or leaving the Supervisory Board or a committee during the current year, the principle of pro rata compensation of Supervisory Board members applies, rounded up to full months.

In addition, the members of the Supervisory Board receive reimbursement of their necessary expenses in the form of a lump sum. This lump-sum expense allowance amounts to EUR 10,000.00.

Value-added tax is reimbursed by the Company insofar as the members of the Supervisory Board are entitled to invoice the Company separately for value-added tax and exercise this right. In addition, any employer's social security contributions arising under foreign law for Supervisory Board activities are paid or reimbursed to the Supervisory Board member.

The Company grants the Supervisory Board members appropriate insurance cover; in particular, the Company takes out D&O insurance without a deductible for the benefit of the Supervisory Board members.

**3. Procedures for establishing, implementing and reviewing the compensation system (Sections 113 (3) sentence 3 in conjunction with Section 87a (1) sentence 2 no. 10 of the German Stock Corporation Act (AktG))**

The compensation of the Supervisory Board is determined by the Annual General Meeting in the Articles of Association or by resolution, based on a proposal by the Executive Board and the Supervisory Board. Supervisory Board compensation is currently set out in the Articles of Association.

### 3. Compensation Report (Agenda Item 8)

The following compensation report complies with the requirements of Section 162 of the German Stock Corporation Act (AktG) as amended by the Act Implementing the Second Shareholders' Rights Directive (ARUG II). The compensation report was prepared jointly by the Executive Board and Supervisory Board and adopted by both bodies on March 7, 2023. The unqualified report on the audit is printed at the end of the compensation report.

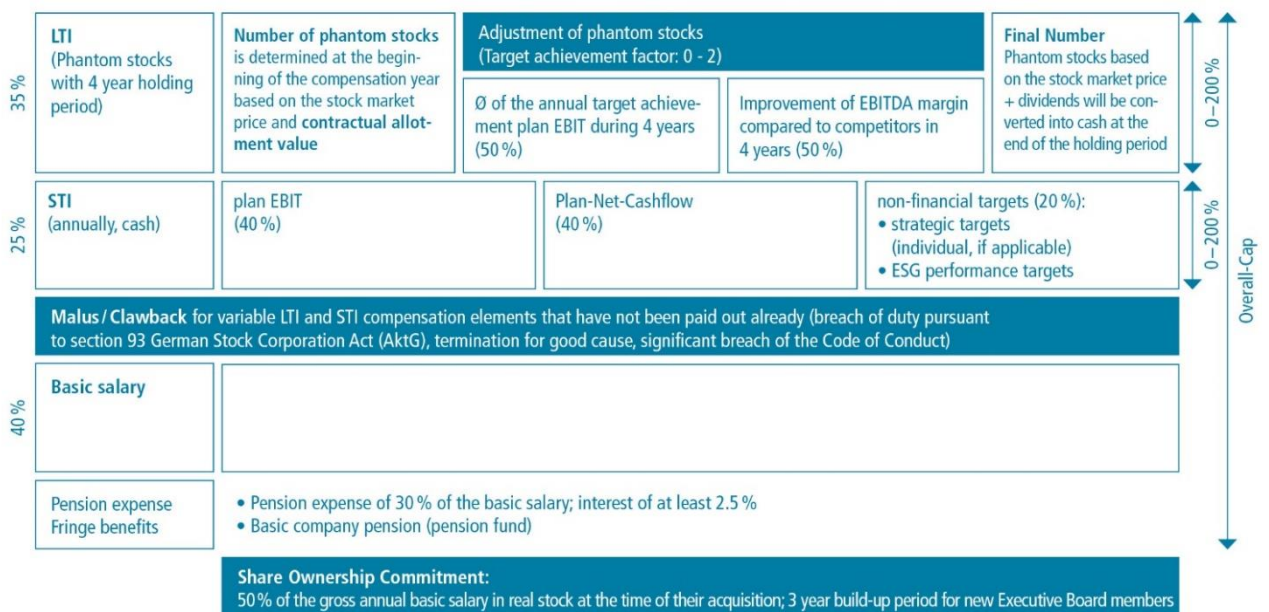
#### Overview of the Executive Board compensation system

A full description of the compensation applicable for fiscal year 2022 system can be found in the invitation to the 2022 Annual General Meeting, which is available on our corporate website.

The compensation system contributes to furthering Siltronic AG's business strategy of sustainably consolidating its position as one of

the leading manufacturers of semiconductor wafers by defending its technology position, expanding its capacity in line with market growth, and thereby generating profit and cash flow across all market cycles by continuously improving its cost position.

#### Model compensation system



## Compensation 2022

### Important events in the compensation year 2022

Effective with the fiscal year 2022, the Supervisory Board had increased the basic salary of Dr. Christoph von Plotho from EUR 550,000 to EUR 600,000. In this context, the Annual General Meeting 2022 increased the achievable maximum compensation of Dr. Christoph von Plotho from EUR 2,450,000 to EUR 2,650,000. Against this background, the compensation system was submitted to the Annual General Meeting on May 5, 2022 for approval and adopted with 91.21% of the votes. The Company's climate strategy was reflected in the non-financial targets of the variable compensation.

The following graphic provides an overview of the main components of the compensation system, the targets set and their strategic relevance in the fiscal year 2022.

Main components of the compensation system

Component	Strategic Reference	Implementation
<b>Remuneration not linked to performance</b>		
<b>Annual basic salary</b>	Attraction/retention of qualified management personnel	<ul style="list-style-type: none"> <li>CEO Dr. Christoph von Plotho: 600,000 EUR</li> <li>CFO Rainer Irl: 390,000 EUR</li> <li>fixed salary in 12 monthly instalments</li> </ul>
<b>Fringe benefits</b>	Granting of compensation at market rates and assumption of costs in connection with Executive Board activities	<ul style="list-style-type: none"> <li>Commitment to assume costs or non-cash benefits, including inter alia for a company car, health care, legal fees and subsidies to build up a private pension plan</li> </ul>
<b>Pension benefit</b>	Adequate benefit as part of competitive remuneration	<ul style="list-style-type: none"> <li>30% of the basic salary is added to a fictitious capital account and bears interest at 2.5% to a maximum of 5% + basic company pension (pension fund)</li> <li>Pension cap: 50% of the last monthly basic salary received before the insured even</li> </ul>
<b>Remuneration linked to performance</b>		
<b>Annual bonus STI</b>	Focusing on profitability and generating positive cash flow. Supporting the strategic development of the Company, which also includes social and environmental aspects.	<p><b>Financial KPIs:</b></p> <ul style="list-style-type: none"> <li>plan EBIT (40%)</li> <li>Plan-Net-Cashflow (40%)</li> </ul> <p><b>Non-financial KPIs</b></p> <ul style="list-style-type: none"> <li>strategic target (10%): progress FabNext</li> <li>ESG (10%): <ul style="list-style-type: none"> <li>work safety, silicon yield, Greenhouse Gas Emission, water consumption, recycling</li> </ul> </li> </ul> <p><b>Cap: 200%</b></p>
<b>Long-term share-based compensation LTI</b>	Strengthening the long-term sustainability and sustainable development of the Company	<ul style="list-style-type: none"> <li>4 year performance period for phantom stocks (stock market price + dividends)</li> <li>KPIs for multiplication of the phantom stocks: <ul style="list-style-type: none"> <li>Ø of the plan EBIT target achievement (50%)</li> <li>EBITDA margin of the Company compared to the competitor market (50%)</li> </ul> </li> <li>Cap: 200%</li> </ul>
<b>Benefits in case of termination</b>		
<b>Mutual termination</b>	Avoidance of unreasonably high severance payments	<ul style="list-style-type: none"> <li>Cap: compensation payment limited to remaining term, max. 2 years' compensation (in accordance with GCGC)</li> </ul>
<b>Post-contractual non-competition clause</b>	Knowhow protection, competitiveness	<ul style="list-style-type: none"> <li>Compensation for waiting: 12 months in the amount of basic annual salary</li> </ul>
<b>Further regulations of the compensation system</b>		
<b>Share Ownership</b>	Alignment of interests of the Executive Board and shareholders	<ul style="list-style-type: none"> <li>Shareholding obligation in the amount of 50% of the annual basic salary (gross amount) in shares</li> <li>Relevant date for current Executive Board members: Sept. 14, 2017</li> </ul>
<b>Malus/Clawback</b>	Sanctions/incentives against compliance violations	<ul style="list-style-type: none"> <li>Payment amount for STI/LTI may be withheld: <ul style="list-style-type: none"> <li>good cause pursuant to section 93 of the German Stock Corporation Act (AktG)</li> <li>significant breach of the Code of Conduct</li> </ul> </li> </ul>
<b>Max. remuneration</b>	Avoidance of unreasonably high payouts	<ul style="list-style-type: none"> <li>CEO EUR 2,650,000</li> <li>Executive Board member EUR 1,810,000</li> </ul>



## Determination of the target compensation and maximum compensation for 2022

Based on the compensation system, the Supervisory Board has set the following specific target compensation for the fiscal year 2022 upon recommendation of the Executive Committee of the Supervisory Board.

	Dr. Christoph von Plotho, CEO				Rainer Irle, CFO			
	2022				2022			
	Target	in %	Minimum	Maximum	Target	in %	Minimum	Maximum
Basic salary	600,000	34%	600,000	600,000	390,000	32%	390,000	390,000
Short term variable compensation								
STI for 2022	375,000	21%	0	750,000	243,750	20%	0	487,500
Long term variable compensation								
LTI 2022-2025	525,000	30%	0	1,050,000	341,250	28%	0	682,500
<b>Target compensation</b>	<b>1,500,000</b>	<b>85%</b>		<b>2,400,000</b>	<b>975,000</b>	<b>80%</b>		<b>1,560,000</b>
Fringe benefits	35,000	2%			35,000	3%		
Pension expense (service cost)	221,122	13%			203,330	17%		
<b>Total target compensation</b>	<b>1,756,122</b>	<b>100%</b>		<b>2,650,000</b>	<b>1,213,330</b>	<b>100%</b>		<b>1,810,000</b>

In addition to the caps for the individual variable compensation components (STI: 200 percent, LTI: 200 percent), the Supervisory Board has, in accordance with Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (AktG), set a binding maximum compensation in the compensation system that comprises all compensation amounts paid for a given fiscal year (annual basic salary, variable compensation components, pension expenses or service costs, and fringe benefits). The maximum compensation for the fiscal year 2022 for the CEO Dr. Christoph von Plotho is EUR 2,650,000 and for the CFO Rainer Irle is EUR 1,810,000. The final inflow for the fiscal year 2022 can only be determined after the expiry of the four year holding period for the phantom stocks of the LTI at the beginning of the fiscal year 2026. If the total compensation determined thereafter for the fiscal year 2022 exceeds the defined maximum compensation, the cash settlement of the LTI for the fiscal year 2022 will be reduced accordingly.

### Procedures for establishing, implementing and reviewing the appropriateness of the compensation system

Based on a proposal by the Executive Committee of the Supervisory Board, the Supervisory Board determines the system and the amount of the Executive Board compensation, including the maximum compensation. The Supervisory Board submits the resolved compensation system to the Annual General Meeting for approval.

The Supervisory Board regularly reviews the system and the level of the Executive Board compensation for appropriateness. To this end, it conducts an annual vertical comparison of the Executive Board compensation. In doing so, it considers the basic and target compensation in relation to the comparative groups of management and other employees. Secondly, the level and structure of the compensation is compared with a peer group of German listed companies defined by the Supervisory Board, which have similar

key figures and whose composition is published (horizontal comparison). For the formation of this peer group, it was not possible to draw on the wafer competitors, as they only publish insufficient compensation information and are not listed in Europe. The Supervisory Board therefore formed a peer group of German listed companies that are listed in the MDAX, TecDAX or SDAX and have similar key figures. This includes Carl Zeiss Meditec AG, Fuchs Petrolub SE, Gerresheimer AG, Jenoptik AG, Norma Group SE and Sartorius AG.

In case of significant changes, but at least every four years, the compensation system is again submitted to the Annual General Meeting for approval.

The system and the level of the Executive Board compensation are determined by the full Supervisory Board on the basis of a proposal by the Executive Committee of the Supervisory Board and regularly reviewed for appropriateness. The compensation system for the Executive Board was last adjusted for the fiscal year 2022. It was approved by the Annual General Meeting on May 5, 2022 with 91.21 percent of the votes cast.

## **Fixed compensation components**

### **Basic annual salary**

The basic annual salary is a fixed cash payment for the entire year, based on the respective Executive Board member's area of responsibility. In 2022, Dr. Christoph von Plotho received a basic annual salary of EUR 600,000 and Rainer Irle received a basic annual salary of EUR 390,000, each of which was paid in twelve monthly installments.

### **Company pension scheme**

Current Executive Board members are initially entitled to a basic Company pension through the Wacker Chemie VVaG pension fund. For this purpose, the Company and the Executive Board make monthly contributions to the pension fund. As of January 1, 2023, new members will no longer be members of the Wacker Chemie VVaG pension fund. Such a module will therefore no longer be granted for future appointments of new Executive Board members.

The Company also provides a pension expense of 30 percent of the basic annual salary each year. The pension expenses saved up to the time of retirement are credited to a notional capital account and earns interest in accordance with a 60-month average of the current yield published by the Bundesbank, but at a minimum of 2.5 percent and a maximum of 5 percent. The pension is calculated by multiplying this pension capital according to the status of the corresponding capital account at the time of the occurrence of the pension case by the pension factor applicable to the respective retirement age of the Executive Board member at the time of the occurrence of the pension case. Alternatively, in the event of a pension being payable, the member of the Executive Board can choose a lump-sum payment instead of the promised lifelong retirement and disability pension, which corresponds to the pension capital at the time of the pension payment.

The gross amount of the monthly pension to be paid after retirement (based on the employer-financed portion) is limited for the members of the Executive Board to 50 percent of the monthly installment of the basic annual salary last received by the respective Executive Board member from the Company (pension cap).

Members of the Executive Board who have been promised deferred compensation in the past may continue to receive this compensation to the same extent as before.

The current members of the Executive Board receive an additional monthly amount (gross) from the Company in the amount of the employer's contribution to the statutory pension scheme as a building block for building up a private pension scheme. Such a component will no longer be granted in the event of future appointments of new Executive Board members.

The following overview shows the pension expense and the present value of the defined benefit obligations for fiscal year 2022. The decrease in the present value of the defined benefit obligation from 2021 to 2022 is due to the sharp increase in the discount rate used for pension provisions. The pension expense shown here is the pension expense according to the target compensation less own contributions.

EUR	Benefit obligations		Pension expense	
	2022	2021	2022	2021
Dr. Christoph von Plotho	2,463,268	2,985,634	202,317	89,838
Rainer Irlé	1,584,990	2,596,909	195,638	237,133

As of December 31, 2022, the pension obligations for former members of the Executive Board and their surviving dependents amounted to EUR 5.884.382 and they received a remuneration in the reporting year of EUR 292,309.

### Fringe Benefits

As a fringe benefit by the Company, the members of the Executive Board have a company car at their disposal, also for private use. The members of the Executive Board also receive a subsidy for health and long-term care insurance as well as costs in connection with a medical check-up. The fringe benefits also include the above-mentioned subsidies for building up a private pension or the non-cash benefit of the aforementioned benefits, if these are granted.

### Insurance

In addition, there is a D&O insurance policy with a deductible in accordance with the requirements of the German Stock Corporation Act (AktG) amounting to 10 percent of the damage up to one and a half times the basic annual salary. In addition, the members of the Executive Board are included in the criminal legal expenses insurance that the Company has taken out for its employees and members of its executive bodies. This

insurance covers any lawyers' and court costs incurred in the defense in criminal or misdemeanor proceedings. In addition, the members of the Executive Board are included in an accident insurance policy for accidents on and off the job.

### **Variable compensation components**

#### **Performance related bonus**

The STI is a performance-related bonus with a one-year assessment period. The basis for the STI is the achievement of the performance targets set by the Supervisory Board for each fiscal year at the beginning of the fiscal year. The performance targets consist of financial targets and non-financial targets relevant to the Company. The financial targets adopted for the fiscal year 2022 relate to the performance categories 'plan EBIT' (40 percent) and 'plan net cash flow' (40 percent).

The performance criteria further the long-term development of the Company as follows:

The performance criterion 'plan EBIT' sets incentives to strengthen the Company's operating earning power. EBIT measures earnings before interest and taxes. With regard to the tax relief from which the Singapore subsidiary benefits for its investments, it makes sense to choose a ratio that excludes local taxation and the financial structure of the Company. Furthermore, the key figure EBIT takes depreciation and amortization into account and – against the background of the capital intensity of the semiconductor sector— only promotes investments that achieve an appropriate return on capital employed.

The performance criterion 'plan net cash flow' is based on one of the key financial control parameters used to manage the Company. The net cash flow shows whether the necessary investments in property, plant and equipment and intangible assets can be financed from the Company's own operating activities. In addition to profitability, the main influencing factors are effective management of net working capital and the level of capital expenditure. Net working capital is the sum of inventories and trade receivables plus contract assets less trade payables. A positive net cash flow is particularly important in a cyclical industry. Influencing factors for this performance category are in particular cost performance, good working capital management and an appropriate investment policy. On the other hand, inflows and outflows of customer and supplier prepayments are not considered, unless they relate to investments in property, plant and equipment and intangible assets.

The non-financial targets relate to strategic targets (10 percent as well as targets related to environment, social and prudent corporate management (governance) – so called ESG targets – (10 percent in total).

#### **STI 2022**

Various milestones for the FabNext project were agreed as strategic goals, which involves the construction of a second factory at the Group site in Singapore, such as construction progress and meeting budget targets. The Supervisory Board approved the project at its meeting on July 27, 2021. The Supervisory Board waived individualization

of the strategic objective for the Executive Board members, which is possible under the compensation system, in order to take account of the collective responsibility of the Executive Board as a body for the important FabNext project.

The quantitative ESG targets set by the Supervisory Board (10 percent) comprise key figures for the avoidance of occupational accidents (measured on the basis of lost-time accidents per million hours worked), the efficient use of silicon in wafer production (measured on the basis of silicon yields), the reduction of specific water consumption, and the Greenhouse-Gas-emissions for the implementation of the adopted climate strategy the recycling rate, which together make up to an ESG performance index.

In line with the compensation system, the targets set and the levels of target achievement are published ex-post, provided they do not contain any confidential or competition-relevant information, in order to further increase the transparency of Executive Board compensation. The target setting and target achievement in the bonus (STI) applicable for financial year 2022 are shown in the table below.

The targets for the financial performance criteria were significantly exceeded. For the purpose of measuring target achievement, the respective unplanned and earnings-enhancing effects from the addition of a building were not taken into account. In the target measurement for the net cash flow performance category, payments for invoices relating to investments in property, plant and equipment and intangible assets that were not included in the planned value were not taken into account.

	Target value in EUR million	Target corridor in EUR million	Actual value in EUR million	Target achievement	Weighting in percent
<b>Financial targets</b>					
plan EBIT	393	293 to 493	490	1.97	40
Plan-Net-Cashflow	-582	-682 to -482	-558	1.24	40
<b>Non-financial targets</b>					
Strategic target (project FabNext)	Contains competition-relevant information (confidential)			1.00	10
ESG performance index				0.42	10
<b>Total STI</b>				<b>1.42</b>	<b>100</b>

### Long-term share-based compensation: LTI

The LTI is designed as a share-based performance share plan with a four-year performance period or holding period for the phantom stocks (performance shares) and is based on economic indicators that take into account the long-term sustainability of the Company.

#### LTI share-based compensation

Number of phantom stocks is determined at the beginning of the compensation year based on the stock market price and contractual allotment value	Adjustment of phantom stocks (Target achievement factor: 0 - 2)		Final Number Phantom stocks based on the stock market price + dividends will be converted into cash at the end of the holding period
	Ø of the annual target achievement plan EBIT during 4 years (50 %)	Improvement of EBITDA margin compared to competitors in 4 years (50 %)	

The allotment value agreed in the service contract is initially converted into granted phantom stocks on the basis of the average weighted closing price of the share of the XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last 30 trading days prior to the first day of the compensation year. The phantom stocks are held for a period of four years, calculated from the beginning of the compensation year. The basis for the LTI and the final number of phantom stocks is the achievement of the targets set by the Supervisory Board for each performance period. For each performance period, the performance targets are set by the Supervisory Board at the beginning of the performance period.

The performance targets for the LTI 2022 relate to the performance categories EBITDA margin improvement/deterioration compared with competitors over the performance period and average of the Company's annual planned EBIT target achievement over the four-year performance period and promote the Company's long-term development as follows:

For the overall target achievement factor, a 50 percent change in the Company's EBITDA margin in comparison with competitors over the performance period is relevant, i.e. in comparison with important wafer manufacturers (currently ShinEtsu Electronic Materials, SUMCO, GlobalWafers and SK Siltron). The EBITDA margin is defined as earnings before interest, taxes, depreciation and amortization, including impairment losses and, where applicable, reversals of impairment losses. It is one of the Siltronic Group's financial control parameters for measuring profitability in comparison with competitors. With this performance criterion, the Supervisory Board would like to create incentives for a performance that is demanding by industry standards. To determine the EBITDA development, the Supervisory Board first determines the average EBITDA margin of the four reported quarters preceding the four-year performance period for the Company and for each peer company and compares it with the average EBITDA margin of the four reported quarters prior to the end of the performance period. In the second step, the EBITDA development thus determined is used to determine the percentage points by which the EBITDA margin has improved or deteriorated for the Company and for each comparable company; the average is then calculated for the comparable companies. The third step is to determine by what percentage points the Company's EBITDA margin deviates from the average EBITDA margin change of the peer companies. Based on the percentage determined, the achievement of the objectives is calculated in a fourth step.

A further 50 percent of the overall target achievement factor is based on the average Company performance over the four-year performance period, i.e. the average of the annual plan EBIT target achievement of the Company over the four-year performance period. The definition of objectives and the measurement of target achievement follows the STI's plan EBIT target. The setting of the target and the measurement of target achievement follow the STI's plan EBIT target. This indicator takes into account depreciation and amortization and - against the background of the capital intensity of the semiconductor sector - only promotes investments that generate an appropriate return on capital employed.

	Target (100%)	Weighted Share price	number of phantom shares (preliminary)
Dr. Christoph von Plotho	525,000	135.97	3,861
Rainer Irle	341,250	135.97	2,510

The specific targets and target achievement (including the final number of phantom stocks) for the LTI tranche 2022 will be published in the Annual Report 2026 after the end of the four-year performance period.

### Additional disclosures on share-based compensation instruments in the financial year 2022

The following overview shows the development of the portfolio of phantom stocks of the tranches not yet disbursed.

Portfolio	Tranche	Calculated LTI at the beginning of the performance period in EUR	Number of phantom stocks at the time of granting	Number of phantom stocks (preliminary) 31.12.2022	Value on the reporting date 31.12.2022 in EUR
Dr. Christoph von Plotho	2020 – 2023	481,250	5,887	5,803	444,355
	2021 – 2024	481,250	3,957	3,579	262,377
	2022 – 2025	525,000	3,861	2,911	206,506
Rainer Irle	2020 – 2023	315,000	3,853	3,798	290,825
	2021 – 2024	341,250	2,806	2,538	186,061
	2022 – 2025	341,250	2,510	1,892	134,219

### Option to reclaim (clawback/malus)

The Supervisory Board may reduce the amount paid out under the STI and the LTI by up to 100 percent upon termination of the Executive Board member's service contract due to termination by the Company for good cause, in the event of a breach of duty within the meaning of Section 93 of the German Stock Corporation Act (AktG) or a material breach of the Company's Code of Conduct by the Executive Board member during the assessment period – in case of the STI during the relevant one-year assessment period or, in case of the LTI during the relevant four year assessment period in each case. The reduction of the amount paid out is at the dutiful discretion of the Supervisory Board.

In the financial year 2022, the Supervisory Board did not make use of the option to reduce variable compensation.

### **Share ownership commitment**

In addition to the LTI as a share-based performance share plan with a four-year performance period, the share ownership commitment for the Executive Board is another key component of the compensation system. The members of the Executive Board are obliged to acquire shares amounting to 50 percent of a basic annual salary (gross amount) and to hold these shares for the duration of their appointment to the Executive Board. New members to the Executive Board have a period of 3 years to fulfill the share ownership commitment. The value of the shares at the time of acquisition is decisive. The current members of the Executive Board, Dr. von Plotho and Mr. Irle, fulfil this share retention obligation by means of the shares held by them at the time of the conclusion of their service contract in March 2020, based on the value of the shares at the time of the first creation of a share retention obligation on September 14, 2017. In addition to the LTI, the share retention obligation provides an additional incentive for the long-term development of the enterprise value beyond the respective four-year performance period.

### **Loans and advances**

No loans or advances are granted to members of the Executive Board.

### **Commitments in connection with the termination of the activity as members of the Executive Board**

In the event of premature termination of the service agreement, any payments to be agreed, including fringe benefits, may not exceed the value of two years' compensation and may not exceed the value of the compensation for the remaining term of the service agreement within the meaning of recommendation G.13 of the German Corporate Governance Code (GCGC) (severance payment cap). In the event of premature termination by the Company for good cause, severance pay is excluded.

The members of the Executive Board are each subject to a post-contractual non-competition obligation for a period of twelve months after termination of their service contracts. During this period, they are entitled to a waiting allowance amounting to 100 percent of the last annual basic salary received. Any benefits paid under the Company pension scheme and any income earned from activities not covered by the waiting period obligation are offset against the waiting period compensation if this additional income exceeds the total annual compensation (the amount paid out is decisive) of the last full year of service as a member of the Executive Board. If the Company pays a compensation for waiting periods, the severance payment will be credited against the compensation for waiting periods.



If the service relationship ends for any other reason than as a result of termination by the Company for good cause, the entitlement to the STI and the LTI remains subject to the general contractual provisions on settlement and payment.

### Compensation granted and owed in 2022

The following table shows the compensation granted and owed individually to members of the Executive Board in accordance with Section 162 (1) sentence 2 no. 1 of the German Stock Corporation (AktG). According to the pronouncements of the IDW, it is permissible and appropriate for the disclosure pursuant to Section 162 (1) sentence 2 of the German Stock Corporation (AktG) to disclose the compensation components in the fiscal year in which the activity on which the compensation is based (one or more years) was fully performed, even if the actual payment or inflow does not occur until after the end of the fiscal year. Accordingly, the table contains all amounts that were earned in the reporting period (“vesting principle“). Accordingly, the variable compensation to be reported for the fiscal year includes, in addition to the fixed compensation components paid out in the fiscal year (basic salary and fringe benefits), the variable compensation STI earned for the fiscal year 2022 and the LTI tranche 2022 – 2025. However, in accordance with IDW pronouncements, the addition to provisions for the pension obligation is not recognized as compensation granted and owed but is recognized separately as pension expense in section ‘company pension scheme’.

Current Executive Board Members	Fixed Components			Variable Components			Total Compensation in EUR	Fixed in %	Variable in %
	Fixed Salary in EUR	Fringe Benefits in EUR	Total in EUR	STI 2022 in EUR	LTI 2022 - 2025 in EUR	Total in EUR			
Dr. Christoph von Plotho, CEO	600,000	31,165	<b>631,165</b>	532,500	206,506	<b>739,006</b>	<b>1,370,171</b>	46	54
Rainer Irlé, CFO	390,000	31,511	<b>421,511</b>	346,125	134,219	<b>480,344</b>	<b>901,855</b>	47	53

No compensation within the meaning of Section 162 (1) sentence 1 of the German Stock Corporation (AktG) was granted or owed to former members of the Executive Board in the fiscal year 2022. In accordance with Section 162 (5) of the German Stock Corporation (AktG), personal details are not disclosed for former members of the Executive Board who left the Executive Board before December 31, 2012. A total of EUR 292,309 in benefits (pensions/retirement pay) which exclusively contains fixed components was paid to former members of the Executive Board who left before this date or their surviving dependents in the fiscal year 2022.

The compensation of the members of the Supervisory Board of Siltronic AG is governed by the Articles of Association of Siltronic AG.

The Articles of Association provide for a fixed annual compensation of EUR 30,000 for the members of the Supervisory Board.

Due to the additional expense associated with exercising certain functions, the compensation for the Chairman of the Supervisory Board is multiplied by a factor of 3. The factor 2 applies to his Deputy and the chairperson of a committee and the compensation of members of committees is multiplied by a factor of 1.5. However, membership of the Conciliation Committee, which is required to be established by law, is not taken into account, i.e. membership of this committee does not lead to an increase in annual compensation. In addition, twin and multiple functions are not taken into account, so that the Chairman and Deputy Chairman do not receive any other factors for functions in committees and committee functions are only taken into account once for the members of the Supervisory Board.

When joining or leaving the Supervisory Board or a committee during the current year, the principle of pro rata temporis compensation of Supervisory Board members applies.

The members of the Supervisory Board also receive an attendance fee of EUR 2,500 per meeting for each physical meeting of the full Supervisory Board and its committees in which they participate in person, up to a maximum of EUR 2,500 per calendar day. Members attending physical meetings by telephone, video conference, or voting in writing, will not receive a meeting attendance fee. For meetings held in the form of a telephone or video conference, participating members receive a reduced attendance fee of EUR 1,250.

The Company will also reimburse the members of the Supervisory Board for their necessary expenses upon proof of such expenses.

### **Supervisory Board compensation in the fiscal year 2022**

The Company provides Supervisory Board members with adequate insurance cover. In particular, the Company takes out a D&O insurance policy without deductible for the benefit of Supervisory Board members.

No advances or loans were granted to members of the Supervisory Board during the reporting year.

Pursuant to section 113 (3) of the German Stock Corporation Act (AktG), the Annual General Meeting must pass a resolution on the compensation of the members of the Supervisory Board at least every four years. The compensation system outlined above was approved by resolution of the Annual General Meeting on June 26, 2020 with a majority of 99.91 percent of the votes.

The presentation of Supervisory Board compensation also follows the vesting principle.

Supervisory Board member	Attendance fee 2022 in EUR	variable in %	Annual remuneration for 2022 in EUR <sup>3)</sup>	fixed in %	Total remuneration in EUR
Mandy Breyer <sup>2)</sup>	7,500	20	30,000	80	37,500
Prof. Dr. Gabi Dreo	12,500	29	30,000	71	42,500
Klaus-Peter Estermaier <sup>1)</sup>	12,500	29	30,000	71	42,500
Sieglinde Feist	12,500	29	30,000	71	42,500
Dr. Hermann Gerlinger	15,000	20	60,000	80	75,000
Michael Hankel	15,000	25	45,000	75	60,000
Markus Hautmann <sup>2)</sup>	12,500	29	30,000	71	42,500
Johann Hautz <sup>2)</sup>	25,000	29	60,000	71	85,000
Bernd Jonas	20,000	25	60,000	75	80,000
Dr. Tobias Ohler	25,000	22	90,000	78	115,000
Lina Ohlmann <sup>2)</sup>	12,500	29	30,000	71	42,500
Volker Stapfer <sup>2)</sup>	12,500	29	30,000	71	42,500

1) For the representative of the executive employees on the Supervisory Board, the regulations of the Verband angestellter Akademiker und leitender Angestellter der chemischen Industrie e. V. apply. (VAA).

2) These employee representatives on the Supervisory Board as well as the trade union representatives on the Supervisory Board have declared that their compensation will be paid to the Hans Böckler Foundation in accordance with the guidelines of the German Trade Union Federation.

3) Taking into account the applicable factors for specific functions

## Multi-year overview

### Comparative presentation of compensation and earnings development

Pursuant to Section 162 (1) sentence 2 no. 2 of the German Stock Corporation Act (AktG), the following comparative presentation shows the annual change in the compensation granted and owed to current and former members of the Company's executive bodies, the Company's earnings performance and the average compensation of employees on a full-time equivalent basis. It is based on the average wages and salaries of Siltronic AG employees in Germany who were in active employment during the fiscal year (including persons in the active phase of partial retirement) and takes into account all collectively agreed and non-tariff salary levels up to senior management level. Employees who left the Company during the fiscal year were included on a pro rata basis. In addition to fixed elements (salary, collectively agreed and job-related bonuses, top-up amounts for partial retirement, overtime and standby allowances), the compensation includes fringe benefits (company car allowance and other non-cash benefits) and variable components (bonuses, profit-sharing schemes, special payments, one-time payments, annual payments, inventor's bonus, paid leave, etc.) to improve comparability with the compensation of the Executive Board. The accrual value was used for variable compensation that relates to the compensation year but is not paid out until after the end of the fiscal year. Temporary employees are not included in the population, as they are not employed by Siltronic AG under labor law. Persons who work for us during their training or studies (e.g. interns, doctoral students, trainees, working students, diploma students, etc.) are also excluded accordingly.

**Earnings performance**

EUR million.	2018	2019	change in %	2020	change in %	2021	change in %	2022	change in %
Revenue	1,456.7	1,270.4	-13	1,207.0	-5	1,405.4	16	1,805.3	28
EBITDA	589.3	408.7	-31	332.0	-19	466.4	40	671.6	44
Net income pursuant to the German Commercial Code (HGB)	169.5	58.5	-65	75.0	28	96.1	28	93.7	-2

**Average compensation employees**

EUR									
Employees in Germany	n.a.	n.a.	n.a.	75,575	n.a.	78,133	3	82,063	5

**Compensation Executive Board**

EUR									
Dr. Christoph von Plotho	1,653,206	1,333,241	-19	1,679,382	26	1,710,372	2	1,370,171	-20
Rainer Irlé	1,071,786	881,654	-18	1,108,536	26	1,218,085	10	901,855	-26

**Compensation Supervisory Board**

EUR									
<b>Current Supervisory Board members</b>									
Mandy Breyer <sup>2)</sup> (since 04/2018)	31,123	40,000	n.a.	38,750	29	39,184	1	37,500	-4
Prof. Dr. Gabi Dreö (since 04/2018)	31,123	40,000	n.a.	38,750	29	37,500	-3	42,500	13
Klaus-Peter Estermaier <sup>1)</sup> (since 04/2018)	31,123	40,000	n.a.	41,250	29	37,500	-9	42,500	13
Sieglinde Feist (since 12/2014)	42,500	40,000	-6	41,250	-6	37,500	-9	42,500	13
Dr. Hermann Gerlinger (since 03/2011)	62,500	56,250	-10	73,750	-10	68,750	-7	75,000	9
Michael Hankel (since 04/2018)	31,123	37,500	20	60,000	20	53,750	-10	60,000	12
Markus Hautmann (since 01/2021)	n.a.	n.a.	n.a.	n.a.	n.a.	37,500	n.a.	42,500	13
Johann Hautz <sup>2)</sup> (since 04/2003)	71,250	73,500	3	75,000	3	68,750	-8	85,000	24
Bernd Jonas (since 05/2015)	82,500	80,000	-3	78,500	-3	75,000	-4	80,000	7
Dr. Tobias Ohler (since 02/2013)	118,750	112,500	-5	111,250	-5	106,250	-4	115,000	8
Lina Ohlmann <sup>2)</sup> (since 01/2021)	n.a.	n.a.	n.a.	n.a.	n.a.	37,500	n.a.	42,500	13
Volker Stapfer <sup>2)</sup> (since 01/2022)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	42,500	n.a.

**Former board members**

EUR									
Compensation (pension) former board members (term ended before 12/2011)	217,617	221,253	2	262,373	19	287,436	10	292,310	2

In accordance with the transitional rule in Section 26j (2) sentence 2 of the Introductory Act to the Stock Corporation Act (EAGAktG), the average compensation of employees cannot be calculated retrospectively for previous years, which is why it is only stated from 2020. For the fiscal years 2017 – 2019, the granting value pursuant to DRS 17 was used to determine the Executive Board compensation.

**Further Information**

On May 5, 2022 the Annual General Meeting approved the compensation report on the compensation granted and owed individually to the members of the Executive Board and Supervisory Board in fiscal year 2021 with a majority of 91.24%. Due to the high level of approval of the compensation system and its application in 2021, no changes to the compensation system were deemed necessary in view of this in 2022. The changes to

the compensation system (increase in maximum compensation) were based on the extension of Dr. von Plotho's contract.

### Outlook for the fiscal year 2023

The Supervisory Board of Siltronic AG has appointed Dr. Michael Heckmeier as the future Chairman of the Executive Board. Mr. Heckmeier will take up his duties no later than July 1, 2023. Subject to approval by the Annual General Meeting, the compensation system for future new appointments of Executive Board members shall provide for the possibility that the Supervisory Board may grant benefits on the occasion of the commencement of Executive Board activity, in particular to compensate for the forfeiture of benefits with the previous employer.

Munich, March 7, 2023



Dr. Tobias Ohler  
Chairman of the Supervisory Board of Siltronic AG



Dr. Christoph von Plotho  
CEO



Rainer Irle  
CFO

## **Independent Auditor's Report**

To Siltronic AG, Munich,

### **REPORT ON THE AUDIT OF THE REMUNERATION REPORT**

We have audited the attached remuneration report of Siltronic AG, Munich, for the financial year from January 1 to December 31, 2022, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktiengesetz: German Stock Corporation Act].

### **Responsibilities of Management and the Supervisory Board**

The management and the Supervisory Board of Siltronic AG are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### **Auditor's responsibilities**

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from January 1 to December 31, 2022, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

## Other matter – formal examination of the remuneration report

The substantive audit of the compensation report described in this audit opinion comprises the formal audit of the compensation report required by Section 162 (3) of the German Stock Corporation Act (AktG), including the issuance of an opinion on this audit. As we express an unqualified opinion on the content of the compensation report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) of the German Stock Corporation Act (AktG) have been made in all material respects in the compensation report.

## Limitation of liability

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to Siltronic AG, are set out in the General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on January 1, 2017. By taking note of and using the information as contained in this auditor's report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Munich, March 7, 2023

KPMG AG

Wirtschaftsprüfungsgesellschaft

[signature] Koeplin

Wirtschaftsprüfer  
[German Public Auditor]

[signature] Schäfer

Wirtschaftsprüferin  
[German Public Auditor]

**4. Information on the election of the proposed candidates for the Supervisory Board  
(Agenda Item 9)**

**1. Dr. Hermann Gerlinger**  
Managing Partner of GeC GmbH



Date of Birth: August 24, 1953

Nationality: German

**EDUCATION**

- 1979** Degree in Physics at the University of Würzburg
- 1983** Promotion to Doctor of Natural Sciences (Dr. rer. nat.) in Physics and Astronomy, University of Würzburg

**PROFESSIONAL CAREER**

- 1984** Joined ZEISS as scientific assistant and project manager spectroscopy
- 1990** Head of the product area optical process measuring technology, ZEISS
- 1993** Various management positions in the Lithography Optics Division, ZEISS
- 1999** Head of the Semiconductor Manufacturing Technology Division, ZEISS
- 2001** Chairman of the Board of Directors of Carl Zeiss SMT AG (since 2010, after change of legal form, Chairman of the Management Board of Carl Zeiss SMT GmbH)
- 2006-2016** Member of the Management Board of Carl Zeiss AG
- 2017-2019** Advisor to the Management Board of Carl Zeiss AG Managing Partner of GeC GmbH
- SINCE 2017** Managing Partner of GeC GmbH (Single-member company)



**MEMBERSHIPS OF STATUTORY SUPERVISORY BOARDS IN GERMANY AND EQUIVALENT CONTROL BODIES OF GERMAN AND FOREIGN COMPANIES**

Member of the Administrative Board of VAT Group AG, Haag, Switzerland

**PERSONAL OR BUSINESS RELATIONSHIPS PURSUANT TO RECOMMENDATION C.13 OF THE GERMAN CORPORATE GOVERNANCE CODE**

None

**RELEVANT KNOWLEDGE, SKILLS, AND EXPERIENCE**

With a doctorate in physics, Dr. Herrmann Gerlinger has profound knowledge of the technologies relevant for the Siltronic Group. Due to his many years in management positions and as a member of the Executive Board of an internationally active manufacturer of semiconductor production equipment, he also has extensive experience and expertise in the markets and strategic areas of importance to the Siltronic Group. Last but not least - thanks to his extensive experience in managing and monitoring of companies - Dr. Gerlinger has acquired special knowledge in the areas of in committee work and in the field of corporate governance.

**2. Prof. Dr. IR. Jos P.H. Benschop**

Corporate Vice President Technology der ASML Netherlands BV, Netherlands



Date of Birth: Mai 31, 1960

Nationality: Netherlands

**EDUCATION**

- 1984** Ir. Physics (MSc cum laude) from Twente University of Technology, Netherlands
- 1989** PhD from Twente University of Technology, physics faculty, Netherlands

**PROFESSIONAL CAREER**

- 1984 - 1995** Scientist at Philips Nat.Lab, Netherlands and Philips Research Lab Sunnyvale, USA
- 1995 – 1996** Innovation Manager CD-R at Philips Consumer Electronics
- 1997 - 2011** Vice President Research at ASML, Netherlands
- 2011 – 2021** Professor for Industrial Physics at Twente University of Technology, Netherlands (part-time)
- 2011 – 2023** Senior Vice President Technology at ASML, Netherlands
- SINCE 2023** Corporate Vice President Technology at ASML, Netherlands

**MEMBERSHIPS OF STATUTORY SUPERVISORY BOARDS IN GERMANY AND EQUIVALENT CONTROL BODIES OF GERMAN AND FOREIGN COMPANIES**

- Member of the Supervisory Board of Cymer Light Source Technology, a 100% affiliate of ASML
- Chair of the international advisory council NanoLabNL

#### **OTHER MAJOR ACTIVITIES**

- Member of the Advisory Council Science of the Dutch government and parliament, Technology and Innovation “AWTI”
- Member of Netherlands Academy of Technology and Innovation AcTI

#### **PERSONAL OR BUSINESS RELATIONSHIPS PURSUANT TO RECOMMENDATION C.13 OF THE GERMAN CORPORATE GOVERNANCE CODE**

None

#### **RELEVANT KNOWLEDGE, SKILLS, AND EXPERIENCE**

As Corporate Vice President of a leading international manufacturer of high-tech production equipment for semiconductors, Dr. Benschop brings extensive and profound know-how in the markets relevant to the Siltronic Group. Dr. Benschop also has extensive experience in the strategic development and implementation of semiconductor technologies. In his management function, Dr. Benschop has qualified experience in the strategic direction and development of a company in general. As an advisor to the Dutch Government and Parliament for Science, Technology and Innovation, Dr. Benschop has an excellent knowledge of R&D and has very successfully led R&D projects in the semiconductor field during his professional career.

**3. Sieglinde Feist**

Head of Sales and Distribution, Wacker Chemie AG



Date of Birth: Mai 28, 1963

Nationality: German

**EDUCATION**

**1989** Diploma in Economics, University of Passau

**PROFESIONAL CAREER**

**1989** Employee in Controlling, Siemens AG

**1994** Head of Controlling and Accounting, Eupec GmbH & Co. KG

**1997** Head of Finance and Controlling in the Semiconductor Division, Siemens AG

**1999** Various commercial management positions at Infineon Technologies AG

**2005** Various management positions at Qimonda AG

**2009** Head of Controlling Silicones Division, Wacker Chemie AG

**2014** Head of Corporate Development, Wacker Chemie AG

**2018** Head of Sales & Distribution, Wacker Chemie AG

## **MEMBERSHIPS OF STATUTORY SUPERVISORY BOARDS IN GERMANY AND EQUIVALENT CONTROL BODIES OF GERMAN AND FOREIGN COMPANIES**

Wacker Chemie Group mandates:

- Chairwoman of the Board of Directors (non-executive) of Wacker Chemicals Ltd., United Kingdom
- Chairwoman of the Board of Directors (non-executive) of WackerKemi AB, Sweden
- Member of the Board of Directors (non-executive) of Wacker Chemie Italia S.r.l., Italy
- Member of the Board of Directors (non-executive) of Wacker Chimie S.A.S., France
- Member of the Board of Directors (non-executive) Wacker Quimica Iberica, S.A., Spain
- Member of the Board of Directors (non-executive) Wacker Chemicals (South Asia) Pte Limited, Singapore
- Member of the Board of Directors (non-executive) Wacker Chemicals Korea Inc., South Korea

## **PERSONAL OR BUSINESS RELATIONSHIPS PURSUANT TO RECOMMENDATION C.13 OF THE GERMAN CORPORATE GOVERNANCE CODE**

Senior executive of Wacker Chemie AG (major shareholder)

## **RELEVANT KNOWLEDGE, SKILLS, AND EXPERIENCE**

Sieglinde Feist has extensive experience in all areas relevant for the finance department of Siltronic. This includes in particular issues of international accounting, controlling and risk management. During her career, Ms. Feist held various management positions in companies in the semiconductor industry and this experience gives her excellent knowledge of the sector. As former Head of Corporate Development in a listed chemical company with international operations, Ms. Feist can provide the Supervisory Board with profound knowledge and expertise in terms of corporate strategy and the development of Siltronic.

**4. Michael Hankel**

Member of the Supervisory Board



Date of Birth: Mai 23, 1957

Nationality: German

**AUSBILDUNG**

**1977 - 1984** Study of mechanical engineering (Dipl.-Ing.) with focus on aerospace technology, University of Technology, Braunschweig

**PROFESSIONAL CAREER**

- 1984** ITT Automotive Europe GmbH (Teves), Gifhorn Plant, last position: Product Line Manager
- 1993** ITT Automotive Europe GmbH (Teves) Frankfurt/Main, last position: Head of Global Commercial Brakes and Chassis
- 1998** Head of Wheel Brakes division; Continental Teves AG & Co. oHG, Frankfurt/Main
- 2001** Member of the Executive Board of FAG Kugelfischer AG, Schweinfurt  
Chairman of the Executive Board of FAG Automobiltechnik AG and FAG Komponenten AG
- 2003** Member of the Executive Board Chassis, ZF Sachs AG, Schweinfurt
- 2007** Chairman of the Executive Board of ZF Lenksysteme GmbH, Schwäbisch Gmünd
- 2013 – 2020** Member of the Executive Board of ZF Friedrichshafen AG, Friedrichshafen
- SINCE 2021** Retirement

**MEMBERSHIPS OF STATUTORY SUPERVISORY BOARDS IN GERMANY AND EQUIVALENT CONTROL BODIES OF GERMAN AND FOREIGN COMPANIES**

None

**PERSONAL OR BUSINESS RELATIONSHIPS PURSUANT TO RECOMMENDATION C.13 OF THE GERMAN CORPORATE GOVERNANCE CODE**

None

**RELEVANT KNOWLEDGE, SKILLS, AND EXPERIENCE**

Mr. Hankel has many years of experience in the management of major internationally operating industrial companies as well as in the operational responsibility of leading automotive suppliers with complex value-chain, production and sales structures, including comprehensive knowledge in the optimization of global manufacturing and production processes as well as in group strategy and development. In view of the growing importance of e-mobility and the digitalization of the automotive sector, which is, in turn, leading to a considerable increase in the volume of wafer area installed in state-of-the-art vehicles due to the greater use of displays and navigation systems as well as management and control systems, Mr. Hankel also commands outstanding expertise in a particularly important future market for the Siltronic Group. Mr. Hankel was active for many years in the Saarland Digitalization Council and for more than 15 years in various VDA committees.

**5. Mariella Röhm-Kottmann**

Senior Vice President, Head of Corporate Accounting of ZF Friedrichshafen AG



Date of Birth: February 25, 1967

Nationality: German

**EDUCATION**

**1992** Diploma in Industrial Engineering at the Technical University of Karlsruhe

**1995** Graduated as tax consultant

**1997** Certified Public Accountant

**PROFESSIONAL CAREER**

**1992 – 1997** Auditor in various positions at KPMG, Stuttgart

**1997 – 2001** Manager / Senior Manager at KPMG, Munich

**2001 – 2002** Senior Manager at KPMG Montvale, USA

**2002 – 2016** Audit Engagement Partner / Lead Partner for international mandates at KPMG, Munich

**2014 - 2016** Head of KPMG Board Services, Co-Chair of KPMG Audit Committee Institute

**SINCE 2016** Senior Vice President / Head of Corporate Accounting at ZF Friedrichshafen



## **MEMBERSHIPS OF STATUTORY SUPERVISORY BOARDS IN GERMANY AND EQUIVALENT CONTROL BODIES OF GERMAN AND FOREIGN COMPANIES**

- Member of the Supervisory Board and Chairwoman of the Audit Committee of Zalando SE

Group internal mandates:

- Chairwoman of the Board of Directors of ZF India Pvt. Ltd.
- Member of the Board of Directors of ZF Services Espana
- Chairwoman of the Supervisory Board of Compagnie Financière de ZF SAS

## **OTHER MAJOR ACTIVITIES**

- Reginal Board Financial Expert Association Bodenseekreis
- Member of the Advisory Board of BeyondGenderAgenda
- Member of the Advisory Board of ZF hilft e.V.

## **PERSONAL OR BUSINESS REALTIONSHPIS PURSUANT TO RECOMMENDATION C.13 OF THE GERMAN CORPORATE GOVERNANCE CODE**

None

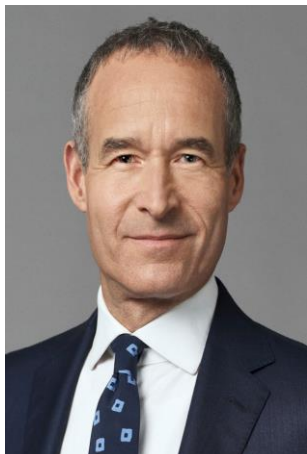
## **RELEVANT KNOWLEDGE, SKILLS, AND EXPERIENCE**

As Senior Vice President Finance of a major corporation and as a member of the Supervisory Board and Chairwoman of the Audit Committee of a major DAX-listed company, Mariella Röhm-Kottmann has extensive knowledge and expertise in the management and supervision of corporations as well as in all areas related to finance, in particular in the areas of external and internal accounting, ESG reporting, risk management system, internal control system, compliance management system, internal audit, shared services, financial post-merger integration, financial due diligence, digitalization of processes and transformation of the finance function.

From her previous professional career as an auditor with responsibility for auditing the consolidated financial statements of DAX and M-DAX companies as well as several years as head of supervisory board consulting at a Big 4 auditing firm, Ms. Röhm-Kottmann brings extensive experience in auditing, tax consulting, a broad industry know-how as well as very sound corporate governance knowledge. She also has special expertise in committee work, corporate governance and ESG reporting through her involvement as an author of the Beck'schen Bilanzkommentar (Beck's Balance Sheet Commentary) for paragraphs relevant to supervisory boards, as a regional board member of the Financial Expert Association and through her participation in the Integrated Reporting working group of the Schmalenbachgesellschaft.

**6. Dr. Tobias Ohler**

Member of the Executive Board at Wacker Chemie AG



Date of Birth: January 25, 1971

Nationality: German

**EDUCATION**

- 1997** Studied in Germany, France and Australia, graduated as Industrial Engineer at the Technical University of Karlsruhe, Germany
- 2000** Doctorate in Economics at the University of Oldenburg, Germany

**PROFESSIONAL CAREER**

- 1997** Consultant and Associate Principal, McKinsey & Co.
- 2004** Joined Wacker-Chemie GmbH
- 2005** Head of Group Controlling, Wacker Chemie AG
- 2008** Head of Purchasing for raw materials, Wacker Chemie AG
- 2010** Member of the Executive Board of Siltronic AG, Chief Financial Officer
- SINCE 2013** Member of the Executive Board of Wacker Chemie AG

**MEMBERSHIPS OF STATUTORY SUPERVISORY BOARDS IN GERMANY AND EQUIVALENT CONTROL BODIES OF GERMAN AND FOREIGN COMPANIES**

Pension fund of Wacker Chemie VVaG (Member of the Supervisory Board)<sup>2</sup>

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<sup>2</sup> Pension fund of the Wacker Chemie Group

**PERSONAL OR BUSINESS REALTIONSHPIS PURSUANT TO  
RECOMMENDATION C.13 OF THE GERMAN CORPORATE GOVERNANCE  
CODE**

Member of the Executive Board Wacker Chemie AG (major shareholder)

**RELEVANT KNOWLEDGE, SKILLS, AND EXPERIENCE**

As Chief Financial Officer of a listed, internationally operating corporation, Dr. Ohler draws on comprehensive knowledge and expertise in managing major companies as well as in all fields of corporate finance, particularly accounting, planning, controlling, tax, risk management, and investor relations. Moreover, as former Labor Relations Director, Dr. Ohler has a great deal of knowledge and experience in questions concerning human resources and co-determination. His professional career includes a period as Member of the Executive Board of Siltronic AG from 2010 to 2013, which is the reason for his pronounced knowledge of Siltronic and the semiconductor industry in general as well as wide-ranging experience in strategy development and operational issues. Dr. Ohler also commands profound expertise in committee work as well as in the field of corporate governance.

**Munich, March 2023**

**Siltronic AG  
Executive Board**