



# Invitation to the Annual General Meeting 2024

of Siltronic AG on May 13, 2024



**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 13, 2024 <i>(in the format specified in EU-IR: f1b959fda6c1ee11b52f00505696f23)</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 13, 2024 <i>(in the format specified in EU-IR: 20240513)</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 May 6, 2024, 24:00 hours (CEST) <i>(in the format specified in EU-IR: 20240506)</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, 6, 8 and 9 each is binding. <i>(in the format specified in EU-IR: BV)</i>  The vote on agenda items 7 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 9: 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 2024

Dear Shareholders<sup>1</sup>,

We hereby convene the

### Annual General Meeting of Siltronic AG

on Monday, May 13, 2024 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. All members of the Executive Board and the Supervisory Board intend to attend the Annual General Meeting for its entire duration.

### 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, 2023, as well as the report of the Supervisory Board for the fiscal year 2023 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 2023.

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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.

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.

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 2023 amounting to EUR 44,354,008.21 be appropriated as follows:

- |   |                      |
|---|----------------------|
| - Distribution of a dividend of EUR 1,20 per share entitled to receive a dividend (as of March 1, 2024: 30,000,000) | EUR<br>36,000,000.00 |
| - Profit carried forward:   | EUR<br>8,354,008.21  |

Should the number of no-par value ordinary shares entitled to the dividend for the past fiscal year 2023 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 1,20 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 16, 2024.

## **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 2023 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 2023 be ratified for that period.

**5. Resolution on the election of the auditor as well as the auditor for the audit review of interim management reports for the fiscal year 2024**

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 2024 and as auditor for the interim management report for the Group for the first half of the fiscal year 2024.

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 Statutory Audit Regulation (Regulation (EU) No. 537 / 2014) has been imposed on it.

**6. Resolution on the election of the auditor and the auditor for the review of interim management reports for the fiscal year 2025**

In accordance with the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014), Siltronic AG must change its auditor for the fiscal years from 2025 onwards. For a globally positioned company such as Siltronic, the transition of the audit mandate requires extensive preparations on the part of both the company and the auditor. In the interest of legal and planning certainty on both sides, Siltronic AG already carried out a selection procedure in 2023 in accordance with Article 16 of the EU Audit Regulation. On this basis, the Audit Committee recommended to the Supervisory Board to propose to the Annual General Meeting either PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, or Deloitte GmbH, Wirtschaftsprüfungsgesellschaft, Munich, as the auditor of the annual financial statements and the consolidated financial statements for the 2025 fiscal year and as the auditor for the review of interim management reports for the Group for the first half of the 2025 fiscal year. The Audit Committee has indicated its preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich.

Following the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as the auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2025 and as the auditor for the review of interim management reports for the Group for the first half of the 2025 fiscal year.

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 Statutory Audit Regulation (Regulation (EU) No. 537 / 2014) has been imposed on it.

## **7. 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 2023 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 2023, including the auditor's report on the compensation report, is printed after this agenda item 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 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 2023, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), be approved.

## **8. Authorization to acquire treasury shares in accordance with Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) and to their utilization with the authorization to exclude subscription rights**

The authorization to acquire and utilize treasury shares resolved upon by the Annual General Meeting on June 26, 2020, which is limited until June 25, 2024 and has expired recently, is to be cancelled formally and to be replaced by a new authorization to acquire and utilize treasury shares in accordance with Section 71 (1) no. 8 of the German Stock Corporation Act (AktG). The authorization shall expire on May 12, 2029.

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

- a) The Executive Board is authorized until May 12, 2029, with the consent of the Supervisory Board, to purchase for any permissible purpose treasury shares in an amount of up to 10% of the share capital existing at the time of the resolution or - if this value is lower - of the share capital existing at the time of exercising this authorization. Together with other treasury shares held by the Company or attributable to it in accordance with Sections 71d and 71e of the German Stock Corporation Act (AktG), the acquired shares may at no time account for more than 10% of the share capital.
- b) The authorization to acquire and use treasury shares resolved upon by the Annual General Meeting on June 26, 2020 shall be revoked upon this new authorization

taking effect. At the same time, the authorization to acquire treasury shares, including through the use of derivatives, and to conclude corresponding derivative transactions, shall be revoked.

- c) At the discretion of the Executive Board, the acquisition may be carried out through purchase on the stock exchange, by means of a public invitation to submit offers of sale, by means of a public offer or by granting tender rights to shareholders.
- (1) If the shares are acquired on the stock exchange, the purchase price per share paid by the Company (excluding incidental acquisition costs) may not be more than 10% higher or lower than the price determined by the opening auction in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day.
  - (2) In the event of a public invitation to submit offers of sale, the purchase price per share paid by the Company (excluding incidental acquisition costs) may not be more than 10% higher or lower than the non-weighted average closing price of the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last three (3) trading days prior to the date of acceptance of the offers of sale.
  - (3) In the event of a public offer or acquisition by granting tender rights, the purchase price per share paid by the Company (excluding incidental acquisition costs) may not be more than 10% higher or lower than the non-weighted average closing price of the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last three (3) trading days prior to the cut-off date. The cut-off date is the date of the final decision of the Executive Board regarding the offer or the granting of tender rights.

If, after publication of a public invitation to submit offers of sale, after a public offer or after the granting of tender rights, there are no insignificant deviations of the relevant price from the offered purchase or sale price or from the limits of any purchase or sale price range, the invitation to submit offers of sale, the offer or the tender rights may be adjusted.

In this case, the non-weighted average closing price of the Company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last three (3) trading days prior to the Executive Board's decision on the adjustment is used as a basis; the 10% limit for exceeding or falling below this value is to be applied to this amount.

If, in the event of a public invitation to submit offers of sale or in the event of a public offer, the number of shares of the Company tendered or offered for sale exceeds the total volume intended for acquisition, the shareholders' tender right may be excluded to the extent that the acquisition is made in proportion to the respective

shares tendered or offered per shareholder. Preferential consideration or acceptance of small numbers of up to 100 tendered shares of the Company per shareholder as well as rounding in accordance with commercial principles may be provided for.

The total volume of tender rights offered to shareholders may be limited. If tender rights are granted to shareholders for the purpose of acquisition, they will be allocated to shareholders in proportion to their shareholdings in accordance with the ratio of the volume of shares to be repurchased by the Company to the share capital. Fractions of tender rights do not have to be allocated; in this case, any partial tender rights shall be excluded.

The Executive Board determines the details of the respective acquisition, in particular any offer or invitation to submit offers of sale. This shall also apply to the further specification of any rights of tender, in particular with regard to the term and, if applicable, their tradability. In doing so, capital market and other legal restrictions and requirements must also be observed.

The authorizations may be exercised once or several times, in whole or in part, in pursuit of one or several purposes by the Company, but also by Subordinate Group Companies or by third parties for the account of the Company or its Subordinate Group Companies.

- d) The Executive Board is authorized, with the consent of the Supervisory Board, to use the treasury shares acquired on the basis of this authorization or an earlier authorization or on other legal bases for all legally permissible purposes, in particular as follows:
- (1) They may be sold via the stock exchange or by means of a public offer to all shareholders in proportion to their shareholding; in the event of an offer to all shareholders, subscription rights for fractional amounts are excluded.
  - (2) They may be sold for cash provided that the selling price is not significantly lower than the stock market price of the Company's shares at the time of the sale (Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG)). This includes the sale of shares in a way other than via the stock exchange or by means of an offer to all shareholders.
  - (3) They may be sold for contributions in kind, in particular in the context of corporate mergers or for the (also indirect) acquisition of businesses, parts of businesses, equity interests or other assets, including receivables from the Company or its Group companies. The granting of conversion or subscription rights as well as call options and the transfer of shares within the framework of a securities lending transaction also constitute a sale in this sense.



- (4) They may be used to fulfil or secure purchase rights or purchase obligations for shares in the Company in connection with Bonds issued or to be issued by the Company or a Subordinate Group Company. They may also be used to grant subscription rights to holders or creditors of conversion or option rights to shares in the Company or corresponding conversion or option obligations to compensate for dilution to the extent to which they would be entitled after exercising these rights or fulfilling these obligations.
  - (5) They may be used in connection with any share-based payment or employee share programs of the Company or any of its affiliates and may be issued to persons who are or were in an employment relationship with the Company or any of its affiliates as well as to members of the executive bodies of affiliates of the Company. Together with the treasury shares used in accordance with e), the total of the treasury shares used for these purposes may not exceed a calculated proportion of the share capital of 1%, either at the time the authorization takes effect or at the time it is exercised.
  - (6) Treasury shares may be redeemed without such redemption or its execution requiring a further resolution of the Annual General Meeting. The redemption may be effected by way of a capital reduction or without a capital reduction by adjusting the proportionate amount of the remaining shares in the share capital. In this case, the Executive Board is authorized to adjust the number of shares stated in the Articles of Association.
- e) The Supervisory Board is authorized to use the treasury shares acquired under this authorization to service purchase obligations or purchase rights to Siltronic shares agreed with members of the Executive Board of Siltronic AG as part of the compensation of the Executive Board. In particular, they may be offered, committed and transferred to the members of the Executive Board of Siltronic AG. The details of the compensation of the members of the Executive Board are determined by the Supervisory Board. Together with the treasury shares used for these purposes in accordance with d) No. (5), the total of the treasury shares used for this purpose may not exceed a calculated proportion of the share capital of 1%, either at the time the authorization takes effect or at the time it is exercised.
  - f) The authorizations contained in this resolution may be exercised once or several times, in whole or in part, individually or jointly by the Company, but also by Subordinate Group Companies or by third parties for the account of the Company or its Subordinate Group Companies.
  - g) The shareholders' subscription rights to the acquired treasury shares are excluded to the extent that they are used in accordance with the above authorizations in d) (1) to (5) or e).
  - h) The calculated proportion of the share capital attributable to the shares used in accordance with the authorizations under d) (2) to (4) and e), taking into account other

shares of the Company which are sold or issued during the term of this authorization with the exclusion of subscription rights or which are to be issued on the basis of Bonds issued during the term of this authorization with the exclusion of subscription rights, may not exceed a calculated proportion of the share capital of 10%, either at the time the authorization takes effect or at the time it is exercised (mutual offset).

Against the background of the authorization of the acquisition and use of treasury shares proposed under this Agenda Item 8 and the authorization to use of derivatives in this context proposed under Agenda Item 9, the Executive Board submits a written report on the reasons for which it is to be authorized to exclude the subscription rights of shareholders in certain cases (Section 186 (4) sentence 2 in conjunction with Section 71 (1) no. 8 sentence 5 of the German Stock Corporation Act (AktG)). The reports are printed at the end of the Agenda under C.2 and C.3.

#### **9. Authorization to use derivatives in connection with the acquisition of treasury shares pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) and to exclude subscription rights**

In addition to the authorization proposed under Agenda Item 8 to acquire treasury shares in accordance with Section 71 (1) no. 8 of the German Stock Corporation Act (AktG), an authorization is to be granted to acquire treasury shares also using derivatives and to conclude corresponding derivative transactions. This is not intended to increase the total volume of shares that may be acquired; it is merely intended to provide additional alternatives to the acquisition of treasury shares.

To the extent this is permitted by law without the authorization of the Annual General Meeting, this authorization is not intended to restrict the Company in any way to use derivatives.

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

- a) Within the scope of the authorization to acquire treasury shares to be resolved under Agenda Item 8, the acquisition of treasury shares may also be effected by
  - (1) the sale of options which commit the Company to acquire shares when such option is exercised ("**Put Options**"),
  - (2) the acquisition of options that entitle the Company to acquire shares when such option is exercised ("**Call Options**"),
  - (3) the execution of purchase agreements where more than two trading days lie between the execution of the purchase agreement for shares and the fulfilment by delivery of shares ("**Forward Purchases**"), or
  - (4) the use of a combination of Put Options and Call Options and Forward Purchases (hereinafter jointly referred to as "**Derivatives**").

The authorization may be exercised by the Company, but also by Subordinate Group Companies or, for their account or for the account of the Company or its Subordinate Group companies, by third parties commissioned by the Company or by a Subordinate Group Company. The acquisition of shares using Derivatives is to be carried out via a bank or another company fulfilling the requirements of Section 186 (5) sentence 1 of the German Stock Corporation Act (AktG).

- b) All Put Options sold, Call Options acquired and Forward Purchases executed under this authorization may in total relate to a number of shares that does not exceed a proportionate amount of 5% of the share capital, either at the time the authorization takes effect or at the time it is exercised. The term of the individual Derivatives may not exceed 18 months in each case, must end no later than May 12, 2029 and must be chosen in such a way that the acquisition of the shares upon the exercise or settlement of the Derivatives will take place no later than May 12, 2029.
- c) The Derivative conditions must ensure that the shares to be delivered to the Company upon exercise or fulfillment of the Derivatives have previously been acquired in compliance with the legal principle of equal treatment on the stock exchange at the current price in Xetra trading (or a comparable successor system) at the time of the purchase on the stock exchange.
- d) The price agreed in the Derivative (excluding incidental acquisition costs) for the acquisition of a share when exercising options or fulfilling Forward Purchases may not exceed or fall short of the price determined for Company shares in Xetra trading (or a comparable successor system) by more than 10% on the day the derivative transaction is concluded by the opening auction.

The purchase price paid by the Company for options may not be significantly higher, and the selling price received by the Company for options may not be significantly lower, than the theoretical market value of the respective options, determined in accordance with recognized financial mathematical methods which must take into account, among other things, the agreed exercise price. The forward price agreed by the Company for Forward Purchases may not be significantly higher than the theoretical forward price determined in accordance with recognized financial mathematical methods, the calculation of which must take into account, among other things, the current market price and the term of the Forward Purchase.

- e) In addition, an agreement may be reached with one or more of the banks named in a) or other companies meeting the requirements of Section 186 (5) sentence 1 of the German Stock Corporation Act (AktG) that they will deliver to the Company within a predefined period a predetermined number of shares or a predetermined

Euro equivalent of shares in the Company. The price at which the Company acquires treasury shares must be a discount to the arithmetic mean of the volume-weighted average price of the share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange, calculated over a predetermined number of trading days. However, the price of the share may not fall below the aforementioned average by more than 10%. Furthermore, the bank(s) named in a) or other companies fulfilling the requirements of Section 186 (5) sentence 1 of the German Stock Corporation Act (AktG) must undertake to purchase the shares to be delivered on the stock exchange at prices which are within the range which would apply if the shares were purchased directly on the stock exchange by the Company itself.

- f) If treasury shares are acquired using Derivatives in accordance with the above provisions, the shareholders' right to conclude such derivative transactions with the Company are excluded in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). Shareholders have a right to tender their shares to the Company only to the extent that the Company is obliged to purchase the shares from them under derivative transactions. Any further tender right is excluded.
- g) The provisions set out under Agenda Item 8 d) to h) apply accordingly to the use of treasury shares acquired through Derivatives. The shareholders' subscription rights to treasury shares are excluded to the extent that these shares are used in accordance with the authorizations in d) (1) to (5) or e) of the resolution proposal under Agenda Item 8.

Against the background of the authorization to acquire and use treasury shares proposed under Agenda Item 8 and the authorization to use Derivatives in this context proposed under Agenda Item 9, the Executive Board submits a written report on the reasons for which it is to be authorized to exclude shareholders' subscription and tender rights in certain cases (Section 186 (4) sentence 2 in conjunction with Section 71 (1) no. 8 sentence 5 of the German Stock Corporation Act (AktG)). The reports are printed at the end of the Agenda.

## 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 **May 6, 2024, 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 and 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)

A template of the registration form can also be found on our website at <https://www.siltronic.com/de/investoren/hauptversammlung.html>.

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 the abovementioned 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 **May 6, 2024, 24:00 hours (CEST)**, and **May 13, 2024, 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 the 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 May 6, 2024** 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 May 6, 2024**.

Votes can be cast electronically via 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 12, 2024, 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 their 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.

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

Please note that an Electronic Postal Vote or a proxy authorization and instruction via the shareholder portal is always considered to have priority and any other proxy authorization and instruction with the same shareholder number is irrelevant regardless of the time of receipt. However, if several other declarations are received in due form and time and it is not identifiable which one has been dispatched last, the last one received will be given priority. This does not affect the shareholder's option to participate in the Annual General Meeting in person or by proxy and to represent the shares in question despite having already cast their vote by Electronic Postal Vote. This shall then be deemed to be a revocation of the vote cast by electronic absentee voting.

### **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.

After timely registration, proxies may be granted and revoked towards the Company **no later than May 12, 2024, 24:00 hours (CEST)** by submitting a declaration to the Company via the shareholder portal or by sending an e-mail to the Company at the above-mentioned address or e-mail address. On the day of the Annual General Meeting, the admission control to the Annual General Meeting will be available for this purpose.

If you're not using the shareholder portal to grant a proxy, please use the registration form.

Shareholders and their proxies may submit proof of authorization or revocation of authorization by declaration to the proxy until **May 12, 2024, 24:00 hours (CEST)** to the Company at the abovementioned address or e-mail address. On the day of the Annual General Meeting, this proof can 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 or on proposed resolutions that were not announced with the invitation to the Annual General Meeting 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 with the



registration documents. Proper registration for the Annual General Meeting is a requirement for the granting of proxies and instructions. The authorization and instruction via the shareholder portal or the proxy form must be received by the Company **no later than May 12, 2024, 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 12, 2024, 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 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 registration 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 12, 2024 (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 28, 2024 (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 countermotion 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 countermotions 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 countermotions 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 Report (Agenda Item 7)**

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 8, 2024. The unqualified report on the audit is printed at the end of the compensation report. The 2022 compensation report was submitted to the Annual General Meeting on May 5, 2023 for approval and approved with 98.86 percent of the votes.

#### **Overview of the Executive Board compensation system**

A full description of the compensation system applicable for the financial year 2023 can be found in the invitation to the 2023 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.

#### **Compensation 2023**

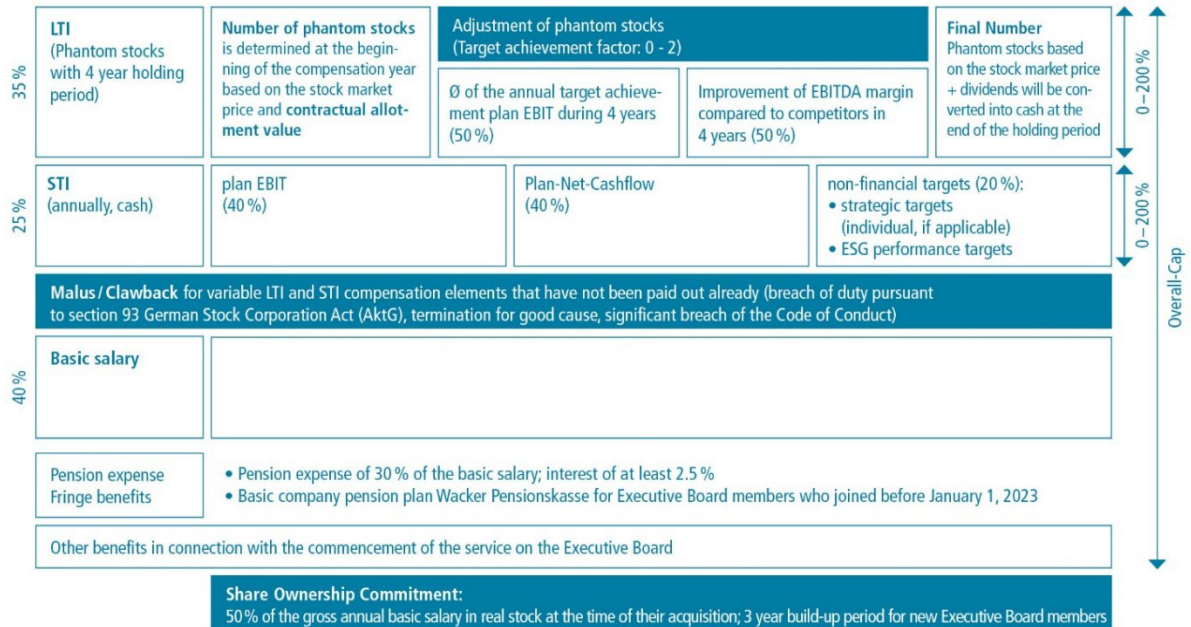
##### **Important events in the compensation year 2023**

With effect from May 6, 2023, the Supervisory Board appointed Dr. Michael Heckmeier as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG. Dr. Christoph von Plotho was accordingly dismissed as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG. With effect from July 1, 2023, Ms. Claudia Schmitt was appointed as a member of the Executive Board as Chief Financial Officer of Siltronic AG. Accordingly, Mr. Rainer Irle was dismissed as a member of the Executive Board and Chief Financial Officer.

On the recommendation of the Executive Committee, the Supervisory Board resolved to adjust the compensation system for members of the Executive Board with effect from January 1, 2023. The compensation system was subsequently approved by the Annual General Meeting on May 5, 2023 with a majority of 98.27 percent of the votes cast. The changes to the Executive Board compensation system include the option for the Supervisory Board to grant benefits for future new appointments of Executive Board members on the occasion of the commencement of their Executive Board activities. Furthermore, the basic pension plan via the Wacker Chemie VVaG pension fund will no longer apply to Executive Board

members appointed from January 1, 2023, unless they are already members of the pension fund.

#### Model compensation system



The following chart provides an overview of the main components of the compensation system, the targets set and their strategic relevance in the financial year 2023.

## 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: 600,000 EUR</li> <li>• CFO: 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 %</li> <li>• Basic company pension (pension fund) for members who joined before 1 January 2023</li> <li>• Pension cap: 50 % of the last monthly basic salary received before the insured event</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>Other benefits in connection with the commencement of the service on the Executive Board</b>	Part of a competitive compensation and securing the best available candidates for the Executive Board	<ul style="list-style-type: none"> <li>• One-off payment at the due discretion of the Supervisory Board, in particular to compensate for the forfeiture of benefits by the previous employer</li> </ul>
<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 2023

Based on the compensation system, the Supervisory Board has set the following specific target compensation for the financial year 2023 upon recommendation of the Executive Committee of the Supervisory Board.

### Members of the Executive Board in office as of December 31, 2023

	Dr. Michael Heckmeier, CEO (from May 6, 2023)				Claudia Schmitt, CFO (from July 1, 2023)			
	2023				2023			
	Target	in %	Minimum	Maximum	Target	in %	Minimum	Maximum
<b>Basic salary</b>	<b>400,000</b>	<b>24%</b>	<b>400,000</b>	<b>400,000</b>	<b>195,000</b>	<b>24%</b>	<b>195,000</b>	<b>195,000</b>
Short term variable compensation								
STI for 2023	250,000	15%	0	500,000	121,875	15%	0	243,750
Long term variable compensation								
LTI 2023 – 2026	350,000	21%	0	700,000	170,625	21%	0	341,250
<b>Target compensation</b>	<b>1,000,000</b>	<b>61%</b>		<b>1,600,000</b>	<b>487,500</b>	<b>59%</b>		<b>780,000</b>
Fringe benefits	23,300	1%			17,500	2%		
Pension expense (service cost)	121,000	7%			71,744	9%		
Other: Commencement of board activities	500,000	30%		500,000	250,000	30%		250,000
<b>Total target compensation</b>	<b>1,644,300</b>	<b>100%</b>		<b>2,266,667</b>	<b>826,744</b>	<b>100%</b>		<b>1,155,000</b>

### Members of the Executive Board who left during the financial year

	Dr. Christoph von Plotho, CEO (until May 5, 2023) <sup>1</sup>				Rainer Irle, CFO (until June 30, 2023)			
	2023				2023			
	Target	in %	Minimum	Maximum	Target	in %	Minimum	Maximum
<b>Basic salary</b>	<b>600,000</b>	<b>35%</b>	<b>600,000</b>	<b>600,000</b>	<b>195,000</b>	<b>34%</b>	<b>195,000</b>	<b>195,000</b>
Short term variable compensation								
STI for 2023	375,000	22%	0	750,000	121,875	21%	0	243,750
Long term variable compensation		0%						
LTI 2023 – 2026	525,000	31%	0	1,050,000	170,625	30%	0	341,250
<b>Target compensation</b>	<b>1,500,000</b>	<b>87%</b>		<b>2,400,000</b>	<b>487,500</b>	<b>85%</b>		<b>780,000</b>
Fringe benefits	35,000	2%			17,500	3%		
Pension expense (service cost)	183,802	11%			65,684	12%		
<b>Total target compensation</b>	<b>1,718,802</b>	<b>100%</b>		<b>2,650,000</b>	<b>570,684</b>	<b>100%</b>		<b>905,000</b>

<sup>1</sup> Dr. von Plotho's mandate as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of May 5, 2023. His employment relationship continued unaffected until the end of December 31, 2023.

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 financial year (annual basic salary, variable compensation components, pension expenses or service costs, and fringe benefits). The maximum compensation amounts to EUR 2,650,000 for the CEO and EUR 1,810,000 for the CFO. The final inflow for the financial year 2023 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 financial year 2027. If the total compensation determined thereafter for the financial year 2023 exceeds the defined maximum



compensation, the cash settlement of the LTI for the financial year 2023 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 Executive 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 Compensation report Siltronic Annual Report 2023 — Page 4 Compensation 2023 Siltronic Annual Report 2023 / Compensation report 154 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 and Norma Group SE.

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 financial year 2023. It was approved by the Annual General Meeting on May 5, 2023 with 98.27 percent of the votes cast and forms the basis for the Executive Board remuneration for 2023.

### **Fixed compensation components**

#### **Basic annual salary**

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

#### **Company pension scheme**

Executive Board members who were already members of Wacker Pensionskasse VVaG before January 1, 2023, are initially entitled to a basic company pension through the Pensionskasse der Wacker Chemie VVaG pension fund. For this purpose, the Company and the members of Wacker Pensionskasse VVaG make monthly contributions to the pension fund. As of January 1, 2023, new entrants to Siltronic AG will no longer be members of the Wacker Pensionskasse VVaG. Such a component will therefore no longer be granted for Dr. Heckmeier or 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 amount as before.

The Executive Board members Dr. von Plotho and Irle also received a monthly amount (gross) from the company in the amount of the employer's contribution to the statutory pension insurance as a component for building up a private pension. Such a component will no longer be granted in the event of future appointments of new members of the Executive Board, i.e. Dr. Heckmeier and Ms. Schmitt are no longer entitled to such a component.

The following overview shows the pension expense and the present value of the defined benefit obligations for financial year 2023. The pension expense shown here is the pension expense according to the target compensation less own contributions.

EUR	Benefit obligations		Pension expense	
	2023	2022	2023	2022
<i>Members of the Executive Board in office as of December 31, 2023</i>				
Dr. Michael Heckmeier, CEO (from May, 6 2023)	117,561	–	117,561	–
Claudia Schmitt, CFO (from July, 1 2023) <sup>1</sup>	908,321	966,599	62,309	–
<i>Members of the Management Board who left during the financial year</i>				
Dr. Christoph von Plotho, CEO (until May 5, 2023) <sup>2</sup>	2,969,864	2,463,268	182,577	202,317
Rainer Irlé, CFO (until June 30, 2023)	1,858,081	1,584,990	65,318	195,638

<sup>1</sup> Ms. Schmitt acquired vested rights from her employment relationship with Siltronic AG before taking up her office as a member of the Executive Board.

<sup>2</sup> Dr. von Plotho's mandate as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of May 5, 2023. His employment relationship continued unaffected until the end of December 31, 2023. The defined benefit obligation comprises all entitlements until December 31, 2023.

As at December 31, 2023, the pension obligations for former members of the Executive Board and their surviving dependants amounted to EUR 5,814,227.

### 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, a D&O insurance policy is in place 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. 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 2023 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 2023**

Various milestones for the FabNext project were agreed as strategic targets, which involves the construction of a second fab at the Group site in Singapore, such as construction progress and meeting budget targets. The Supervisory Board waived individualization of the strategic targets 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 measuring 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, the implementation of the adopted climate strategy and the recycling rate, which together form the 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 2023 are shown in the table below. The targets for the financial performance criteria were met. For the target measurement of the net cash flow performance category, variances between planned and actual investments (property, plant and equipment, intangible assets and investment grants) are 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	230	80 to 380	231	1.01	40
Plan net cashflow	-600	-750 to -450	-570	1.20	40
<b>Non-financial targets</b>					
Strategic target (FabNext project)	Contains competition-relevant information			1.15	10
ESG performance index	(confidential)			0.51	10
<b>Total STI</b>				<b>1.05</b>	<b>-</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



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 2023 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)
<i>Members of the Executive Board in office as of December 31, 2023</i>			
Dr. Michael Heckmeier, CEO (from May, 6 2023)	340,489	76.13	4,472
Claudia Schmitt, CFO (from July, 1 2023)	170,625	76.13	2,241
<i>Members of the Executive Board who left during the financial year</i>			
Dr. Christoph von Plotho, CEO (until May 5, 2023) <sup>1</sup>	525,000	76.13	6,896
Rainer Irle, CFO (until June 30, 2023)	170,625	76.13	2,241

<sup>1</sup> The mandate of Dr. von Plotho as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of May 5, 2023.

The specific targets and target achievement (including the final number of phantom stocks) for the LTI tranche 2023 will be published in the Annual Report 2027 after the end of the four-year performance period.

### Review of the maximum amounts for total remuneration in 2020

In order to verify compliance with the maximum amount limits of the 2020 financial year in which the tranche was awarded, the number of phantom shares including dividend payment is to be updated until the reporting date of December 31, 2023 and weighted with the relevant weighted Xetra average price of the Siltronic share on the last 30 trading days of the 2023 financial year. This amounted to EUR 85.64 per share.

In view of the maturity of the 2020 - 2023 LTI tranche, a review was then carried out to ensure compliance with the maximum amount limits for the 2020 financial year in which the tranche was granted for the remuneration as a whole. The payout amount is not higher than 200% of the calculated LTI at the time of granting. The maximum limits were not exceeded for any member of the Executive Board. The final amount is shown in the overview below:

Payment in EUR	Calculated LTI at the beginning of the performance period	Number of phantom stocks at grant	Number of phantom stocks at Dec, 31 2023	Xetra price last 30 days 2023	Dividends (2020 – 2023)	Payment tranche 2020 – 2023	Remuneration paid out in 2020	Total remuneration 2020	Maximum remuneration 2020
Dr. Christoph von Plotho, CEO (until May 5, 2023)	481,250	5,887	6,453	85.64	11.00	623,618	1,247,937	1,871,555	2,450,000
Rainer Irle, CFO (until June 30, 2023)	315,000	3,853	4,224	85.64	11.00	408,207	954,361	1,362,568	1,810,000

### Additional disclosures on share-based compensation instruments in the financial year 2023

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 grant	Number of phantom stocks (preliminary) 31.12.2023	Value on the reporting date 31.12.2023 in EUR
<b>Members of the Executive Board in office as of December 31, 2023</b>					
Dr. Michael Heckmeier, CEO (from May 6, 2023)	2021 – 2024	–	–	–	–
	2022 – 2025	–	–	–	–
	2023 – 2026	340,489	4,472	4,232	344,894
Claudia Schmitt, CFO (from July 1, 2023)	2021 – 2024	–	–	–	–
	2022 – 2025	–	–	–	–
	2023 – 2026	170,625	2,241	2,121	172,854
<b>Members of the Executive Board who left during the financial year</b>					
Dr. Christoph von Plotho, CEO 1 (until May 5, 2023)	2021 – 2024	481,250	3,957	4,016	385,683
	2022 – 2025	525,000	3,861	3,407	321,356
	2023 – 2026	525,000	6,896	6,525	531,766
Rainer Irle, CFO (until June 30, 2023)	2021 – 2024	341,250	2,806	2,848	273,512
	2022 – 2025	341,250	2,510	2,215	208,924
	2023 – 2026	170,625	2,241	2,121	172,854

<sup>1</sup> The mandate of Dr. von Plotho as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of May 5, 2023.

### 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 2023, 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 three 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 commencement of activities on the Executive Board**

For new appointments of the 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 with the previous employer.

### **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.

Dr. von Plotho's mandate as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of May 5, 2023. His employment relationship continued unaffected until the end of December 31, 2023. Mr. Irle's mandate as a member of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of

June 30, 2023. Both the target value of the STI 2023 and the number of phantom shares granted under the LTI 2023-2026 were reduced pro rata temporis in proportion to the duration of the employment relationship in the 2023 remuneration year. In accordance with the applicable compensation system and the provisions of his employment contract, Mr. Irlé is not entitled to a waiting allowance.

### Compensation granted and owed in 2023

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 financial 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 financial 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 financial year includes, in addition to the fixed compensation components paid out in the financial year (basic salary and fringe benefits), the variable compensation STI earned for the financial year 2023 and the LTI tranche 2023 - 2026. 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 the section 'Company pension scheme'.

The fixed and variable remuneration components granted are in line with the requirements of the compensation system.

	Fixed Components			Variable Components			Total Compensation in EUR	Fixed in %	Variable in %	
	Fixed Salary in EUR	Fringe Benefits in EUR	Benefit in connection with start Board activity in EUR	Total in EUR	STI 2023 in EUR	LTI 2023 – 2026 in EUR				Total in EUR
<b>Members of the Executive Board in office as of December 31, 2023</b>										
Dr. Michael Heckmeier, CEO (from May 6, 2023)	389,130	12,285	500,000	<b>901,415</b>	255,367	344,894	<b>600,261</b>	<b>1,501,676</b>	60	40
Claudia Schmitt, CFO (from July 1, 2023)	195,000	13,069	250,000	<b>458,069</b>	127,969	172,854	<b>300,823</b>	<b>758,892</b>	60	40
<b>Members of the Executive Board who left during the financial year</b>										
Dr. Christoph von Plotho, CEO (until May 5, 2023)	600,000	33,303	–	<b>633,303</b>	393,750	531,766	<b>925,516</b>	<b>1,558,819</b>	41	59
Rainer Irlé, CFO (until June 30, 2023)	195,000	24,896	–	<b>219,896</b>	127,969	172,854	<b>300,823</b>	<b>520,719</b>	42	58

<sup>1</sup> Dr. von Plotho's mandate as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of May 5, 2023. His employment relationship continued unaffected until the end of December 31, 2023.

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, 2013. A total of EUR 306,147 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 financial year 2023.

### **Compensation of Supervisory Board members**

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 50,000 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. Supervisory Board members who join or leave the Supervisory Board during the current financial year receive a corresponding pro rata compensation, rounded up to full months.

The Company reimburses the members of the Supervisory Board for their necessary expenses in the form of a lump sum. The lump sum amounts to EUR 10,000 (in words: ten thousand euros) for each calendar year. The Company also reimburses the members of the Supervisory Board for their necessary travel expenses upon presentation of receipts.

The Company provides Supervisory Board members with adequate insurance cover. In particular, the Company has taken 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 May 5, 2023 with a majority of 99.84 percent of the votes.

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

## Supervisory Board compensation in the financial year 2023

Supervisory Board member	Membership in months	Lump sum annual remuneration 2023 in EUR	Lump sum for expenses for 2023 in EUR <sup>3</sup>	fixed in %	Total remuneration in EUR
Mandy Breyer <sup>2</sup>	12	50,000	10,000	100	60,000
Prof. Dr. Gabi Dreo (until May 5, 2023)	5	20,833	4,167	100	25,000
Jos Benschop (from May 5, 2023)	8	33,333	6,667	100	40,000
Klaus-Peter Estermaier <sup>1</sup>	12	50,000	10,000	100	60,000
Sieglinde Feist	12	50,000	10,000	100	60,000
Dr. Hermann Gerlinger	12	70,833	10,000	100	80,833
Michael Hankel	12	91,667	10,000	100	101,667
Markus Hautmann <sup>2</sup>	12	50,000	10,000	100	60,000
Johann Hautz <sup>2</sup> (until May 5, 2023)	5	41,667	4,167	100	45,833
Daniela Berer <sup>2</sup> (from May 5, 2023)	8	66,667	6,667	100	73,333
Bernd Jonas (until May 5, 2023)	5	41,667	4,167	100	45,833
Mariella Röhm-Kottmann (from May 5, 2023)	8	66,667	6,667	100	73,333
Dr. Tobias Ohler	12	150,000	10,000	100	160,000
Lina Ohlmann <sup>2</sup>	12	50,000	10,000	100	60,000
Volker Stapfer <sup>2</sup>	12	66,667	10,000	100	76,667

<sup>1</sup> 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).

<sup>2</sup> 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.

<sup>3</sup> 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 financial 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 financial year were included on a pro rata basis. In addition to fixed elements (salary, collectively agreed and job-related bonuses, topup 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 financial 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.

<b>Earnings performance</b>									
EUR million.	2019	2020	change in %	2021	change in %	2022	change in %	2023	change in %
Sales	1,270.4	1,207.0	-5	1,405.4	16	1,805.3	28	1,513.8	-16
EBITDA	408.7	332.0	-19	466.4	40	671.6	44	433.9	-35
Net income pursuant to the German Commercial Code (HGB)	58.5	75.0	28	96.1	28	93.7	-2	21.4	-77
<b>Average compensation employees</b>									
EUR									
Employees in Germany	n.a.	75,575.0	n.a.	78,133	3	82,063	5	76,458	-7
<b>Compensation Executive Board</b>									
EUR									
Dr. Christoph von Plotho	n.a.	n.a.	-	n.a.	-	n.a.	-	1,501,676	-
Rainer Irle	n.a.	n.a.	-	n.a.	-	n.a.	-	758,892	-
<b>Compensation Supervisory Board</b>									
EUR									
<b>Current Supervisory Board members</b>									
Mandy Breyer (since 04/2018)	40,000	38,750	-3	39,184	1	37,500	-4	60,000	60
Prof. Dr. Gabi Dreio (until 05/2023)	40,000	38,750	-3	37,500	-3	42,500	13	25,000	-41
Jo Benschop (since 05/2023)									
Klaus-Peter Estermaier (since 04/2018)	40,000	41,250	3	37,500	-9	42,500	13	60,000	41
Sieglinde Feist (since 12/2014)	40,000	41,250	3	37,500	-9	42,500	13	60,000	41
Dr. Hermann Gerlinger (since 03/2011)	56,250	73,750	31	68,750	-7	75,000	9	80,833	8
Michael Hankel (since 04/2018)	37,500	60,000	60	53,750	-10	60,000	12	101,667	69
Markus Hautmann (since 01/2021)	n.a.	n.a.	n.a.	37,500	n.a.	42,500	13	60,000	41
Johann Hautz (until 05/2023)	73,500	75,000	2	68,750	-8	85,000	24	45,833	-46
Daniela Berer (since 05/2023)									
Bernd Jonas (until 05/2023)	80,000	78,500	-2	75,000	-4	80,000	7	45,833	-43
Mariella Röhm-Kottmann (since 05/2023)									
Dr. Tobias Ohler (since 02/2013)	112,500	111,250	-1	106,250	-4	115,000	8	160,000	39
Lina Ohlmann (since 01/2021)	n.a.	n.a.	n.a.	37,500	n.a.	42,500	13	60,000	41
Volker Stapfer (since 01/2022)	n.a.	n.a.	n.a.	n.a.	n.a.	42,500	n.a.	76,667	80
<b>Former board members</b>									
EUR									
Dr. Christoph von Plotho <sup>1</sup>	1,333,241	1,679,382	26	1,710,372	2	1,370,171	-20	1,558,819	14
Rainer Irle <sup>2</sup>	881,654	1,108,536	26	1,218,085	10	901,855	-26	520,719	-42
Compensation (pension) former board members (term ended before 12/2012)	221,253	262,373	19	287,436	10	292,310	2	306,147	5

<sup>1</sup> Dr. von Plotho's mandate as a member of the Executive Board and Chairman of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of May 5, 2023. His employment relationship continued unaffected until the end of December 31, 2023.

<sup>2</sup> Mr. Irle's mandate as a member of the Executive Board of Siltronic AG was terminated prematurely by mutual agreement with effect from the end of June 30, 2023.

In accordance with the transitional rule in Section 26j (2) sentence 2 of the Introductory Act to the Stock Corporation Act (EAGtG), the average compensation of employees cannot be calculated retrospectively for previous years and is therefore only disclosed from 2020 onwards. For the financial year 2019 the grant value pursuant to DRS 17 was used to determine the Executive Board compensation.

Munich, March 8, 2024



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



Michael Heckmeier  
CEO

Claudia Schmitt  
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, 2023, 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, 2023, 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 remuneration 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 8, 2024

KPMG AG Wirtschaftsprüfungsgesellschaft

[signature] Koeplin  
Wirtschaftsprüfer  
[German Public Auditor]

[signature] Schäfer  
Wirtschaftsprüferin  
[German Public Auditor]



## 2. Report of the Executive Board (Agenda Item 8)

By resolution of the Annual General Meeting on June 26, 2020, the Executive Board was authorized, with the consent of the Supervisory Board, to acquire treasury shares for any permissible purpose up to a total of 10% of the share capital existing at the time of the resolution or the share capital existing at the time of exercising the authorization, whichever is lower, and to use these shares for all legally permissible purposes. This authorization was valid until June 25, 2024. The Executive Board and the Supervisory Board consider it to be reasonable to continue to enable the Company to acquire and use treasury shares in accordance with Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) in line with standard corporate practice. Agenda Item 8 therefore contains the proposal to formally cancel the existing authorization to acquire and use treasury shares and to grant a new authorization.

There are currently no concrete plans to make use of the proposed new authorization to acquire and use treasury shares. Rather, this is a stock authorization, which, in conjunction with the authorization for the implementation of capital measures proposed under Agenda Item 9, is intended to enable the Company to adjust the Company's capital structure to changing requirements, if necessary, even at short notice. In doing so, the Executive Board and the Supervisory Board will in each case carefully examine whether the use of the proposed authorization to acquire and/or use treasury shares is in the interest of the Company; in doing so, it will in particular also examine whether any exclusion of the subscription right is objectively justified in individual cases. More specifically:

### (i) Purchase of treasury shares

The new authorization to acquire and use treasury shares is intended to authorize the Executive Board on or before May 12, 2029, with the consent of the Supervisory Board, to acquire treasury shares up to a total of 10% of the share capital existing at the time of the resolution or the share capital existing at the time the authorization is exercised, whichever is lower. This should enable the Company to exhaust the legal framework for the scope of such authorizations. Under the proposed authorization, the Company may exercise this authorization itself or via Subordinate Group Companies or via third parties acting on its or their behalf.

When acquiring treasury shares, the principle of equal treatment as set forth in Section 53a of the German Stock Corporation Act (AktG) must be observed. The proposed acquisition of the shares via the stock exchange or by means of a public tender offer takes this principle into account. If, in case of a public tender offer, the number of shares tendered for purchase exceeds the total volume of shares which the Company intends to acquire, the proposed authorization allows the acquisition to be made in proportion to the number of shares tendered per shareholder instead of in proportion to the percentage of shares held. This way, the acquisition procedure can be simplified and technically handled within an economically

reasonable framework. Furthermore, it should be possible to provide for preferential acceptance of smaller numbers of up to 100 shares per shareholder. On the one hand, this option serves to avoid small, generally uneconomical residual holdings and the resulting possible de facto disadvantage for small shareholders. On the other hand, this possibility also serves to simplify the technical handling of the acquisition procedure. Finally, it should be possible in all cases to provide for rounding according to commercial principles in order to avoid arithmetical fractions of shares. This option also serves to simplify the technical processing. The Executive Board and the Supervisory Board consider the exclusion of any further-reaching right of shareholders to offer shares in all the forms set out in this paragraph to be objectively justified and reasonable vis-à-vis the shareholders.

## **(ii) Use of treasury shares**

The treasury shares acquired under the proposed authorization may be used for all legally permissible purposes, including in particular the following, whereby in individual cases the subscription right of shareholders may be excluded for the reasons set out below.

### **(1) Sale of the shares on the stock exchange or by public offer**

The Executive Board may, with the consent of the Supervisory Board, sell the treasury shares on the stock exchange or by means of a public offer to all shareholders in proportion to their shareholding. This way, the principle of equal treatment of shareholders is complied with when selling shares. To the extent that an offer to all shareholders should result in fractional amounts, subscription rights are excluded. Such exclusion of subscription rights is intended to facilitate a practicable subscription ratio and thus facilitate the technical processing of the sale of treasury shares. The value of the fractional amounts is generally low, whereas the cost of issuing treasury shares without excluding the subscription right for fractional amounts is generally much higher. The shares excluded from the subscription right due to the fractional amounts will be used in the best possible way for the Company. The exclusion of the subscription right in these cases therefore serves the purpose of practicability and facilitates the sale of treasury shares.

### **(2) Sale of shares against cash payment**

In addition, under the proposed authorization, the Executive Board may, with the consent of the Supervisory Board, also sell the acquired treasury shares with the exclusion of subscription rights in a way other than via the stock exchange or by means of an offer to all shareholders if the shares are sold for cash at a price that is not significantly lower than the stock exchange price of shares of the Company at the time of the sale. This authorization makes use of the option for simplified exclusion of subscription rights permitted under Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). It serves the Company's interest in achieving the best possible price when selling treasury shares. The Company is put in a position to take advantage of opportunities arising from the prevailing stock

market conditions quickly and flexibly as well as cost-effectively. The sales proceeds achievable by setting a price close to the market generally lead to a significantly higher inflow of funds per share sold than in the case of a share placement with shareholders' subscription rights, which generally results in not only insignificant deductions from the stock market price. By dispensing with the time-consuming and costly processing of the subscription right, the equity capital requirement can also be covered promptly from short-term market opportunities. Finally, the authorization can also help the Company to tap new investor groups.

The idea of protecting shareholders against dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant stock exchange price. The final determination of the selling price for the treasury shares is made shortly before the sale. The Executive Board will endeavor to keep any discount on the market price as low as possible, taking into account current market conditions. Interested shareholders generally have the option of maintaining their participation quota by purchasing shares on the market.

The authorization is subject to the proviso that the shares sold under exclusion of subscription rights in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed a total pro rata amount of 10% of the share capital, either at the time this authorization takes effect or at the time it is exercised. Shares issued during the term of this authorization from authorized share capital under exclusion of subscription rights in accordance with Sections 203 (2) Sentence 2, 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) shall be counted towards this limit. In addition, shares issued to service Bonds and/or profit participation rights with conversion or option rights or a conversion or option obligation shall be included in this limitation, provided that the Bonds and/or profit participation rights are issued during the term of this authorization under exclusion of subscription rights in corresponding application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG). These deductions and the fact that the issue price must be based on the stock market price ensure that the shareholders' financial and voting interests are adequately protected.

### **(3) Disposal of the shares against contribution in kind**

Furthermore, the Company's Executive Board shall be given the opportunity, with the consent of the Supervisory Board, to sell treasury shares under exclusion of shareholders' subscription rights, also against contributions in kind. This will enable the Company to offer treasury shares directly or indirectly as consideration in suitable individual cases, particularly in connection with the acquisition of businesses, parts of businesses, investments in companies or other assets, including receivables from the Company or its Group companies. The Company faces global competition. It must always be in a position to act quickly and flexibly in national and international markets. Practice shows that in negotiations shares are often demanded as consideration instead of money. The possibility of being able to offer

treasury shares as consideration thus creates an advantage in the competition for interesting acquisition targets as well as the necessary room for maneuver to be able to take advantage of opportunities for acquisition that arise quickly, flexibly and in a manner that preserves liquidity. Consideration in the form of shares may also be appropriate from the perspective of an optimal financing structure. If such plans become more concrete, the Executive Board will carefully examine whether to make use of the authorization to grant treasury shares. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are adequately safeguarded. As a rule, it will be based on the stock exchange price of the Company's shares when measuring the value of the shares given as consideration. However, a schematic link to the stock exchange price is not in the interest of the Company, in particular in order to prevent fluctuations in the stock exchange price from jeopardizing negotiation results once they have been achieved.

**(4) Sale to fulfill conversion or option rights or conversion or option obligations**

The authorization also provides that treasury shares may be used, subject to the exclusion of shareholders' subscription rights, to fulfil conversion or option rights or conversion or option obligations arising from Bonds and/or participation rights issued by the Company or a Subordinate Group Company. For example, it may be expedient to use treasury shares in whole or in part instead of new shares from a capital increase to service conversion or option rights or conversion or option obligations. For this reason, the authorization provides for such - customary - possibility of using treasury shares.

**(5) Use for compensation and employee share programs**

The acquired treasury shares are also to be used in connection with share-based payment or employee share programs of the Company or its affiliated companies and may be issued to persons who are or were in an employment relationship with the Company or one of its affiliated companies. The issue of employee shares may be in the interest of the Company and its shareholders, as it can promote the identification of employees with the Company and thus increase the value of the Company and encourage them to assume joint responsibility. In order to be able to offer own shares to employees for purchase, the shareholders' subscription rights to these shares must be excluded. When determining the purchase price to be paid by employees, an appropriate discount, which is customary for employee shares and oriented towards the success of the Company, may be granted. The authorization also allows employees to be granted shares without consideration. The Executive Board will only make use of this option with the consent of the Supervisory Board. In order to protect shareholders from dilution of their shareholdings, the total of the treasury shares used for these purposes, together with the treasury shares used for the purposes of Executive Board compensation in accordance with

Agenda Item 8 e) (see sub-Section (7) below), may not exceed 1% of the share capital, either at the time the authorization takes effect or at the time it is exercised.

**(6) Redemption of shares**

Furthermore, the proposed resolution contains the authorization of the Executive Board, with the consent of the Supervisory Board, to redeem the Company's treasury shares without any further resolution by the Annual General Meeting. This authorization allows the Company to react appropriately and flexibly to the respective capital market situation. The proposed authorization provides that the Executive Board may also retire the shares without reducing the capital in accordance with Section 237 (3) no. 3 of the German Stock Corporation Act (AktG). By retiring the shares without a capital reduction, the proportionate amount of the remaining shares in the Company's share capital increases in accordance with Section 8 (3) of the German Stock Corporation Act (AktG). In this case, the Executive Board is authorized to amend the Articles of Association with regard to the changed number of shares.

**(7) Use for Executive Board compensation**

Finally, the proposed resolution contains an authorization for the Supervisory Board to use the treasury shares acquired under this authorization, excluding shareholders' subscription rights, to service purchase obligations or purchase rights to Siltronic shares agreed with members of the Executive Board of Siltronic AG in connection with the compensation of the Executive Board. In particular, they may be offered, committed and transferred to the members of the Executive Board of Siltronic AG. The details of the compensation of the members of the Executive Board are determined by the Supervisory Board, taking into account the provisions of the German Stock Corporation Act and the recommendations and suggestions of the German Corporate Governance Code in its currently valid version. In order to be able to use treasury shares for the purposes of Executive Board compensation, the shareholders' subscription rights to these shares must be excluded. In order to protect the shareholders from a dilution of their shareholding, the total of the treasury shares used for these purposes together with the treasury shares used in accordance with Agenda Item 8 d) no. (5) for compensation or employee share programs of the Company or its affiliated companies may not exceed a notional share of 1% of the share capital, either at the time the authorization takes effect or at the time it is exercised.

**(iii) Further information**

In order to protect the Company's shareholders from a dilution of their shareholding, the calculated portion of the share capital attributable to the shares used in accordance with the authorizations under d) (2) to (4) and e) above may not exceed the amount of the share capital, taking into account other shares of the Company that are sold or transferred during the term of this authorization under exclusion of subscription rights or that are issued on

the basis of Bonds issued during the term of this authorization under exclusion of subscription rights, do not exceed a notional share of 10% of the share capital, neither at the time of the authorization coming into effect nor at the time of its utilization (mutual offset)

The aforementioned options for use may also be exercised with regard to shares acquired on the basis of earlier authorizations pursuant to Section 71 (1) no. 8 of the of the German Stock Corporation Act (AktG) or on another legal basis. The authorizations contained in this resolution may be exercised once or several times, in whole or in part, individually or jointly by the Company, but also by Subordinate Group Companies or by third parties for the account of the Company or its Subordinate Group Companies. It is advantageous and creates further flexibility to be able to use these treasury shares as the shares acquired on the basis of this authorization resolution.

The Executive Board will inform the respectively following Annual General Meeting of each use of the authorization.

### 3. **Report of the Executive Board (Agenda Item 9)**

In addition to the options for the conventional acquisition of treasury shares provided for in Agenda Item 8, a limited use of derivatives for the acquisition of treasury shares is to be permitted. Such a possibility is now common practice and exists under the current authorization to acquire treasury shares, which will be cancelled upon the new authorization becoming effective. The possible use of derivatives for the acquisition of treasury shares extends the Company's options for structuring the acquisition of treasury shares in an optimal way. Under certain circumstances, it may be advantageous for the Company to sell put options or acquire call options instead of directly acquiring treasury shares of the Company. It may also be advantageous to acquire shares by way of forward purchases. The Executive Board intends to use put and call options and forward purchases (hereinafter jointly referred to as "**Derivatives**") only in addition to the conventional share buyback. The acquisition of shares using Derivatives is to be carried out via a bank or another company fulfilling the requirements of Section 186 (5) sentence 1 of the German Stock Corporation Act (AktG). It should be possible for the authorization to be exercised by the Company, by Subordinate Group Companies or via third parties acting for the account of the Company or a Subordinate Group Company.

The term of the individual Derivatives may not exceed 18 months in each case, must end no later than May 12, 2029, and must be selected in such a way that the acquisition of Siltronic AG shares by exercising or settling the Derivatives shall not take place after May 12, 2029. Thus, the authorization falls short of the legally possible framework of 5 years and also contains the restriction that the term of the individual Derivatives may not exceed 18 months in each case. This ensures that obligations arising from the individual Derivatives are limited in time in an appropriate manner. In addition, the total acquisition volume via Derivatives is limited to 5% of the share capital.

When selling put options, the Company grants the purchaser the right to sell Siltronic AG shares to the Company at an exercise price specified in the put option. In return, the Company receives an option premium that corresponds to the value of the right to sell, taking into account the exercise price, the term of the option and the volatility of Siltronic AG stock. If the put option is exercised, the option premium paid by the purchaser of the put option reduces the total consideration paid by the Company for the acquisition of the share. Exercising the put option generally makes economic sense for the option holder if the price of Siltronic AG shares at the time of exercise is below the exercise price, because it can then sell the shares at the higher exercise price. From the point of view of the Company, the share buyback using put options can, for example, offer the advantage that the exercise price is already fixed when the option transaction is concluded, while liquidity is not withdrawn until the exercise date. In addition, the acquisition price of the shares for the Company as a whole is lower than the share price at the time of conclusion of the option transaction due to the option premium received. The use of put options in share buybacks may be appropriate, for example, if the Company intends to buy back own shares at low prices

but is not sure about the optimum time for the buyback. If the option holder does not exercise the option because the share price during the exercise period is higher than the exercise price, the Company cannot acquire any treasury shares in this way, but it retains the option premium received.

When acquiring a call option, the Company receives the right to purchase a predetermined number of shares of Siltronic AG from the seller of the option at a predetermined exercise price in return for payment of an option premium. Exercising the call option makes economic sense for the Company if the price of Siltronic AG stock is higher than the exercise price, since it can then purchase the shares from the seller of the option at the lower exercise price. In this way, the Company can hedge against rising share prices. In addition, the Company's liquidity will not be burdened with the agreed exercise price until the fixed purchase price for the shares must be paid when the call options are exercised.

In the case of forward purchases, the Company agrees with the forward seller to purchase the shares at a specific date in the future at a forward price determined when the forward purchase is concluded. If the date is reached, the Company pays the forward seller the forward price and the forward seller delivers the shares in return. The conclusion of forward sales can be useful for the Company if it wishes to secure a need for treasury shares at a certain price level on a forward basis. Unlike an option transaction, a forward purchase creates obligations for both parties at the time of conclusion, the fulfilment of which is merely postponed.

The exercise price to be paid for a Siltronic AG share when put or call options are exercised or the forward price to be paid for a Siltronic AG share when the forward purchase is executed may be higher or lower than the stock market price of the share when the put option is sold or the call option is acquired or when the forward purchase is executed. However, the exercise price or the forward price (excluding incidental acquisition costs) may not exceed or fall below the price of Siltronic AG stock determined by the opening auction in Xetra trading (or a comparable successor system) on the day the derivative transaction is concluded by more than 10%. The option premium agreed by the Company may not be significantly below the theoretical market value of the respective options on the trade date, as determined in accordance with recognized methods of financial mathematics, in the case of put options, or significantly above the theoretical market value of the respective options on the trade date, as determined in accordance with recognized methods of financial mathematics, in the determination of which, among other things, the agreed exercise price must be taken into account. Similarly, the forward price agreed by the Company for forward purchases may not be significantly higher than the theoretical forward price determined in accordance with recognized financial mathematical methods, the calculation of which must take into account, among other things, the current market price and the term of the forward purchase.

The terms and conditions of the Derivatives must ensure that the shares to be delivered to the Company upon exercise or fulfillment of the Derivatives have previously been acquired



on the stock exchange, in compliance with the principle of equal treatment, at the current price of Siltronic AG stock in Xetra trading (or a comparable successor system) at the time of acquisition.

The described determination of the option premium and exercise price or forward price as well as the obligation to service options and forward purchases only with shares that were acquired on the stock exchange in compliance with the principle of equal treatment, precludes shareholders from being placed at an economic disadvantage when acquiring treasury shares using derivatives. Since the Company receives or pays a fair market price, shareholders not participating in the derivatives do not suffer any disadvantage in terms of value. This corresponds to the position of the shareholders in the case of share buybacks via the stock exchange, where not all shareholders can sell shares to the Company. The specifications for the structure of the options and forward purchases and the requirements for the shares to be delivered ensure that the principle of equal treatment of shareholders is also observed in this method of acquisition.

For this reason, it is justified that a claim by shareholders to conclude the aforementioned derivative transactions with the Company is excluded in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). As a result of this and the fact that the Company can only conclude derivative transactions with a financial institution, the Company - in contrast to an offer to conclude derivative transactions to all shareholders - is in a position to conclude derivative transactions at short notice and thus to react quickly to favorable market situations.

When acquiring treasury shares using Derivatives, shareholders shall only be entitled to tender their shares to the extent that the Company is obliged to purchase the shares from the Derivatives. Otherwise, the use of Derivatives in connection with the repurchase of treasury shares would not be possible, and the associated benefits for the Company would not be achievable. Having weighed up the interests of the shareholders and the Company, the Executive Board considers the non-granting or restriction of the right to offer shares to be justified in view of the advantages resulting for the Company from the use of Derivatives.

The Executive Board will report to the next Annual General Meeting on each use of the authorization.

**Munich, March 8, 2024**

**Siltronic AG**

**Executive Board**