

Siltronic AG

Detailed explanations of shareholders' rights and agenda items not requiring a resolution

DETAILED EXPLANATION OF SHAREHOLDERS' RIGHTS

(pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) of the German Stock Corporation Act (AktG))

1. Requests for Additions to the Agenda 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
Attn: 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 communi-

cated to the shareholders entered in the share register in accordance with Section 125 (2), (1) sentence 3 of the German Stock Corporation Act (AktG).

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights are as follows:

Section 122 Convening a meeting at the request of a minority

- (1) A shareholders' meeting shall be convened if shareholders whose holdings amount in the aggregate to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the executive board. The articles of association may provide that the right to require a shareholders' meeting to be convened shall be linked to a different form or to a lower portion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the executive board regarding their request is made. Section 121(7) shall apply correspondingly.*
- (2) Equally, shareholders whose holdings amount in the aggregate to one-twentieth of the share capital or a proportionate interest of €500,000 may require items to be placed on the agenda and published. Each new item must be accompanied by an explanatory statement or by a draft proposal. Requests within the meaning of sentence 1 must be received by the company at least 24 days, and in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included.*
- (3) If such a request is not complied with, the court may authorize the shareholders who made the request to convene a shareholders' meeting or publish the item concerned. At the same time, the court may appoint the chair of the meeting. The notice of the meeting or the publication must refer to the authorization. An appeal may be brought against the ruling. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.*
- (4) The company shall bear the costs of the shareholders' meeting and, in the case of subsection (3), the court costs as well if the court has approved of the application.*

Section 121 General Provisions (excerpt)

- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.*

Section 70 Calculating the Shareholding Period

If the exercise of rights from a share depends on the shareholder having held the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a stocks and securities institute or an enterprise operating in accordance with section 53(1) sentence 1 or section 53b(1) sentence 1 or (7) of the German Banking Act (Gesetz über das Kreditwesen) shall be considered equivalent to ownership. The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, provided that the latter has acquired the share without consideration, from the latter's fiduciary, as the universal successor, on the liquidation of a community, or on a transfer of assets in accordance with section 13 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or section 14 of the German Building and Loan Associations Act (Gesetz über Bausparkassen).

2. Countermotions and election proposals pursuant to Section 126 (1) and Section 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.

Countermotions (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
Fax: +49 89 8564 3904
E-Mail: hauptversammlung@siltronic.com

Countermotions 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.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights which also specify, under which conditions countermotions and election proposals need not be made accessible, read as follows:

Section 126 Motions by shareholders

- (1) Motions by shareholders, including the shareholders' name, supporting information and, if any, management's position shall be made available to the eligible persons referred to in Section 125 (1) through (3) under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a counterproposal to a proposal of the executive board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. The day of receipt shall not be counted. In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company. Section 125 (3) shall apply mutatis mutandis.*
- (2) A countermotion and its reason need not be made accessible if:
 - 1. the executive board would by reason of such accessibility become criminally liable,*
 - 2. the countermotion would result in a resolution of the Annual Meeting of the Shareholders in violation of applicable law or the Articles of Incorporation,*
 - 3. main points of the reason obviously contain false or misleading or insulting statements,*
 - 4. a countermotion of the shareholder relating to the same subject matter has already been made accessible to an Annual Meeting of the Shareholders pursuant to Section 125,*
 - 5. the same countermotion of the shareholder with materially the same reason has already been made accessible to at least two of the Annual Meetings of the Shareholders of the Company in the past five years pursuant to Section 125 and less than one twentieth of the share capital represented at the Annual Meeting of the Shareholders voted in its favor,*
 - 6. the shareholder indicates that he will not attend or be represented at the Annual Meeting of the Shareholders, or*
 - 7. in the past two years at two Annual Meetings of the Shareholders, the shareholder notified the Company of a countermotion but did not present that countermotion and did not have it presented.*The reason need not to be made accessible if it is longer than 5,000 characters in total.*
- (3) If several shareholders make counterproposals for resolution with respect to the same subject matter, the executive board may combine such counterproposals and the respective supporting information.*

Section 127 Election proposals by shareholders

Section 126 shall apply mutatis mutandis to a proposal by a shareholder for the election of members of the supervisory board or independent auditors. Such election proposal need not be supported by a reason. The executive board need not make such election proposal accessible if the proposal fails to contain information pursuant to Section 124 (3) Sentence 4, and Section 125 (1) Sentence 5. Regarding nominations made by shareholders for the election of supervisory board members of listed companies to which the Co-Determination Act (Mitbestimmungsgesetz), the Coal, Iron and Steel Co-Determination Act (Montan-

Mitbestimmungsgesetz) or the Co-Determination Amendment Act (Mitbestimmungsergänzungsgesetz) apply, the management board has to add the following information:

- 1. reference to the requirements pursuant to Section 96 (2),*
- 2. statement whether there has been an objection to the overall fulfilment pursuant to Section 96, Subsection 2, Sentence 3 and*
- 3. statement how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to Section 96 (2) Sentence 1.*

Section 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpts)

- (3) [...] The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence.*

Section 125 Communications to shareholders and supervisory board members (excerpts)

- (1) [...] In the case of stock exchange listed companies, any proposal for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.*

3. Right to obtain 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.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights which also determine under which circumstances this information need not be provided, read as follows:

Section 131 Shareholders' right to obtain information (excerpts)

(1) *Each shareholder shall upon request be provided with information at the shareholders' meeting by the executive board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1) Sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him / her at the shareholders' meeting on such annual financial statements in the form they would take without these simplifications. The duty of the executive board of a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any enterprises included in the consolidated financial statements.*

[...]

(2) *The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.*

(3) *The executive board may refuse to provide information:*

- 1. if, according to a reasonable business judgment, disclosing the information is likely to result in material disadvantage to the Company or one of its subsidiaries;*
- 2. that relates to the estimation of amounts for tax purposes or the amounts of individual taxes;*
- 3. concerning the difference between the amounts at which items are entered in the year-end balance sheet and any higher value of those items, unless the shareholders' meeting is to approve the annual financial statements;*
- 4. concerning accounting and valuation methods, if the information on these methods given in the notes to the financial statements is sufficient to provide a view of the actual situation of the Company's financial position, liquidity and capital resources, and profitability in accordance with Section 264 (2) of the German Commercial Code (Handelsgesetzbuch); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
- 5. the executive board would by become criminally liable for providing such information;*
- 6. insofar as, in the case of a credit institution, a stocks and securities institute or financial services institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management's discussion and analysis thereof, consolidated financial statements or management's discussion and analysis thereof;*

7. if the information is fully accessible on the Company's Internet website for at least seven days before the beginning of the Annual Meeting of the Shareholders and is also accessible during the Annual Meeting.

The information may not be refused for any other reasons.

- (4) If information has been provided to a shareholder outside the shareholders' meeting by reason of his / her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The executive board may not refuse to provide such information on the grounds of Section 131 (3) Sentence 1, no. 1 through 4. Sentences 1 through 3 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (Section 310 (1) of the German Commercial Code (HGB)) or an associated company (Section 311 (1) of the German Commercial Code (HGB)) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and such information is needed for such purposes.*
- (5) A shareholder who has been denied information may request that his / her query and the reason for which the information was denied be recorded in the minutes of the meeting. In the case of a virtual Annual General Meeting, it must be ensured that every shareholder connected electronically to the meeting can submit their request in accordance with sentence 1 by means of electronic communication.*

Furthermore, pursuant to Section 131 (2) Sentence 2 of the German Stock Corporation Act (AktG) in connection with Article 16 (2) of Siltronic AG's Articles of Incorporation, the Chairman of the Annual General Meeting may set an appropriate time limit with respect to the right of shareholders to speak and ask questions at the Annual General Meeting. The respective provision of the Articles of Incorporation reads as follows:

Article 16 Chairman of the Annual General Meeting (excerpts)

- (2) The Chairman may decide that topics of the agenda be dealt with in a sequence that differs from the notified sequence. He may determine type, form and sequence of the voting. The Chairman may set an appropriate time limit with respect to the right of shareholders to speak and ask questions.*

DETAILED EXPLANATION OF AGENDA ITEMS NOT REQUIRING A RESOLUTION

(Section 124a, Sentence 1 No. 2 of the German Stock Corporation Act (AktG))

The Agenda stipulates the following agenda topic no. 1 which does not require a resolution:

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)

No resolution on this agenda item is intended, since on March 8, 2024, the Supervisory Board already approved the annual financial statements and consolidated financial statements presented by the Executive Board, thus adopting the annual financial statements (Section 172 of the German Stock Corporation Act (AktG)).

Pursuant to Section 173 of the German Stock Corporation Act (AktG), the Annual General Meeting can only adopt the annual financial statements if the Executive Board and Supervisory Board have resolved to cede adoption of the annual financial statements to the Annual General Meeting or if the Supervisory Board has not approved the annual financial statements. This applies analogously if the Supervisory Board of a parent company has not approved the consolidated financial statements (Section 290 (1), (2) of the German Commercial Code (HGB)).

Therefore, no resolution by the Annual General Meeting shall be passed.