

**Siltronic AG
Munich**

Security ID Number [WKN]: WAF300
ISIN: DE000WAF3001

Invitation to the Ordinary Annual General Meeting 2016

Dear Shareholders

We hereby invite Siltronic's shareholders to attend our Ordinary Annual General Meeting on Friday, May 12, 2016, starting at 10:00 a.m. CET at

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

Agenda

- 1. Presentation of the adopted Annual Financial Statements as per December 31, 2015 including the Management Report, the approved Consolidated Financial Statements as per December 31, 2015 including the Management Report, the 2015 Supervisory Board Report and the Executive Board's Explanatory Report on the information pursuant to Section 289, Subsection 4, and Section 315, Subsection 4 of the German Commercial Code (HGB).**

The aforementioned documents are published on Siltronic AG's homepage at www.siltronic.com ("Investor Relations/Annual General Meeting") and will also be made accessible to shareholders at the Annual General Meeting. Pursuant to the German stock corporation law (Sections 172, 173 – AktG), the Supervisory Board already approved the annual financial statements and consolidated financial statements, thus adopting the annual financial statements.

- 2. Resolution on the Ratification of the Actions of the Executive Board**

The Executive and Supervisory Boards propose the ratification of the actions of Siltronic AG's Executive Board members with respect to fiscal year 2015.

- 3. Resolution on the Ratification of the Actions of the Supervisory Board**

The Executive and Supervisory Boards propose the ratification of the actions of Siltronic AG's Supervisory Board members with respect to fiscal year 2015.

- 4. Election of Auditor**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes the following resolutions:

- a) KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, will be chosen as auditor of the annual financial statements and consolidated financial statements for the fiscal year ending December 31, 2016. This proposal includes the appointment of KPMG as auditor for any potential audit of interim financial statements and interim management reports for fiscal year 2016.
- b) KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, will be chosen as auditor for any potential audit of the interim financial statements and interim management report for the first quarter of fiscal year 2016.

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5. Supervisory Board Elections

The term of office of Angela Wörl, the Supervisory Board member appointed by the court in January 2016, will end after the Ordinary Annual General Meeting 2016.

In accordance with Sections 96 (1), 101 (1) of the German Stock Corporation Act (AktG) and Section 7 (1) Sentence 1 no. 2 of the German Codetermination Act (MitbestG 1976), the Supervisory Board of the Company is comprised of six shareholder representatives and six employee representatives and in accordance with Section 96 (2) sentence 1 of the German Stock Corporation Act (AktG) of at least 30% women (in other words a minimum of four) and at least 30% men (in other words a minimum of four). The gender quota is to be fulfilled by the Board as a whole, if the shareholders' side or the employees' representatives do not object to overall fulfillment in accordance with Section 96 (2) Sentence 3 of the German Stock Corporation Act (AktG).

Both the employee representatives and the shareholder representatives on the Supervisory Board have objected to the overall fulfillment of the legal gender quota. The Supervisory Board is therefore to be occupied both on the side of the shareholder representatives as well as on the side of the employee representatives each with at least two women and at least two men in order to meet the minimum percentage requirement pursuant to Section 96 (2) Sentence 1 of the German Stock Corporation Act (AktG).

On the date of publication of this invitation, the Supervisory Board includes a total of four female members, two of them shareholder representatives two of them employee representatives. The required minimum gender quota is thus met and would still be met after the election of the proposed candidate.

The Supervisory Board proposes that

Angela Wörl, Munich

Head of the Central Department Personnel/Social at Wacker Chemie AG, be elected to the Supervisory Board as a shareholder representative with effect from the end of this Ordinary Annual General Meeting until the end of the Annual General Meeting deciding on the discharge for fiscal year 2017.

Mrs. Wörl holds offices at the following other domestic and foreign companies on statutory Supervisory Boards or comparable supervisory bodies: Wacker Chemie AG's pension fund – Pensionskasse der Wacker Chemie VVaG (Supervisory Board member).

This proposal is based on the recommendation of the Nomination Committee of the Supervisory Board, taking into account the requirements of the German Corporate Governance Code and the objectives established by the Supervisory Board for its composition. Further personal details on Mrs. Wörl and her career can be obtained from her CV, which is published on the Company's website under www.siltronic.com ("About Siltronic/Supervisory Board"). The Supervisory Board has assured itself that Mrs. Wörl can continue to find the expected time she would require to fulfill her mandate.

The proposed candidate is an employee of Wacker Chemie AG, an (indirect) majority shareholder of Siltronic AG. Besides this, there are in the opinion of the Supervisory Board no business or personal relationships between Mrs. Wörl and the Company, the Company's boards or shareholders with significant shareholdings in the Company, which would need to be disclosed pursuant to Section 5.4.1 Sub-paragraphs 5, 6 and 7 of the German Corporate Governance Code.

6. Resolution on the approval of the remuneration system for Executive Board members

In connection with the IPO of Siltronic AG, the Supervisory Board has decided to implement a new system for the remuneration of Executive Board members, with effect from June 11, 2015. According to Section 120 (4) of the German Stock Corporation Act (AktG), the Ordinary Annual General Meeting may decide on endorsing the remuneration system for Executive Board members. This right is to be exercised.

The new remuneration system, which has been in force since June 11, 2015, is described in the remuneration report. The remuneration report is included in the 2015 Annual Report and made available from the convening of this Annual General Meeting on our website at www.siltronic.com ("Investor Relations/ Annual General Meeting").

The resolution pertains to the new remuneration system described therein.

The Executive Board and Supervisory Board propose to approve the remuneration system for Executive Board members that has been in force since June 11, 2015.

Number of shares and voting rights

The Company's capital stock is divided into 30,000,000 no-par-value shares with an identical number of votes. At the time of convening the present Annual General Meeting, the Company does not hold own shares.

Prerequisites for attending the Annual General Meeting and exercising voting rights

Only those shareholders who are registered in the Company's Shareholder Register on the day of the Annual General Meeting and registered in time for the Annual General Meeting are permitted to – in person or via proxy – attend the Annual General Meeting and to exercise their voting rights. Registration in text form (Section 126b of the German Civil Code, BGB) in German or English language must have been received by the Company at the following address by midnight of **May 5, 2016** (last registration day) at the latest:

Siltronic AG
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30 90 37 46 75
Email: anmeldestelle@computershare.de

Credit institutions, shareholders' associations and persons, financial service institutions or companies of equal status pursuant to Section 135 (8) or Section 135 (10) in connection with Section 125 (5) of the German Stock Corporation Act (AktG) can only vote for the shares that do not belong to them, but for which they are entered in the share register, with the authorization of the shareholder.

Registration for the Annual General Meeting does not affect the transferability of the shares in question. Please note, however, that in terms of the relationship to the Company as a shareholder, only shareholders who are registered as such in the share register are considered shareholders (Section 67 (2) Sentence 1 of the German Stock Corporation Act (AktG)). Therefore, the entry status in the share register on the day of the Annual General Meeting is of relevance for the right to participate as well as for the number of voting rights.

Please note the registration stop between May 6, 2016, 00:00 pm, and May 12, 2016, 24:00, in this regard: for organizational reasons, changes of registration that the Company receives after the last filing date (May 5, 2016, 24: 00) will not be entered in the share register until the day after the Annual

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General Meeting. Therefore, holders of such not yet rewritten shares may not exercise their rights to attend and use their voting rights for these shares. In this case, participation and voting rights remain with the respective shareholder registered in the share register until the change has been entered in the share register for the relevant shares. The technical record date is thus the expiration of May 5, 2016. All purchasers of shares that are not yet registered in the share register are thus asked in their own interest to apply for a change of registration as soon as possible.

Please appreciate that only two admission tickets to the Annual General Meeting can be issued for each shareholder. Admission tickets are purely for organizational purposes and do not represent any additional prerequisites for attending the Annual General Meeting.

Voting by Proxy and the Voting Procedure for Authorized Parties

Voting rights can also be exercised by an authorized representative, e.g. by a financial institution, shareholder association or by a voting proxy designated by the Company. In this case as well, the shareholder must be registered in the Company's Shareholder Register on the day of the Annual General Meeting and or the shareholder or his proxy must register in time to attend the Annual General Meeting.

In case the shareholder authorizes more than one person, the Company is entitled to reject one or more of these proxies.

Proxy

If no credit institution, shareholders' association, or other person, financial service institution or company of equal status pursuant to Section 135 (8) or (10) in connection with Section 125 (5) of the German Stock Corporation Act (AktG) have been authorized to vote, the granting and revocation of proxy authorization and proof of the authorization must be submitted to the Company in text form. Granting of proxy authorization can be effected using the proxy form sent to shareholders along with the admission tickets.

Granting and revoking of power of attorney can be done by giving notice to the Company or to the proxy to be authorized. If proxy is issued to the proxy holder, however, this authorization is to be documented in text form to the Company. Shareholders and their authorized representatives may transmit proof of authorization or withdrawal of authorization to the Company by sending it to the address, fax number or email address in the preceding section on registration. This evidence can also be provided at the entry control to the Annual General Meeting on the day of the Meeting.

If proxy assignment is made to a credit institution or shareholder' association, or to a person, financial service institution or company of equal status pursuant to Section 135 (8) or (10) in connection with Section 125 (5) of the German Stock Corporation Act (AktG), then the special requirements pursuant to Section 135 of the German Stock Corporation Act do apply. In such cases, proxy assignment has to be verifiable. Therefore, there could be exceptions to the text form requirement. The proxy recipients set partly specific rules for their authorization that must be followed. We therefore recommend timely coordination with the respective proxy recipients on determining the respective form and the process of authorization.

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

Voting by proxy via company's representatives bound by instructions

As a special service for shareholders, the Company has appointed representatives to exercise voting rights for shareholders in accordance with their instructions. Our proxies may only vote bound to instructions. For this reason, you must give instructions on how to vote. Please note that proxies may therefore only exercise voting rights on the agenda items for which you have given instructions, and that proxies may not accept instructions on procedural motions either before or during the Annual General Meeting. No instructions may be given either on requests to speak, requests to object to resolutions, ask questions or propose motions.

Shareholders who wish to grant the authority to vote to the Company-appointed proxies can use the form for authorizing the Company-appointed proxies which will be sent to the shareholders directly. Proxy voting rights and instructions to a Company-appointed proxy must be sent to the contact details mentioned under section "Prerequisites for attending the Annual General Meeting and exercising voting rights" no later than midnight (24:00 hours; time of receipt) on May 10, 2016.

On the day of the Annual General Meeting proxy voting rights and instructions to the Company-appointed proxies as well as any changes and revocations can be effected in writing directly at the entrance and exit inspection of the Annual General Meeting.

Personal attendance by a shareholder or a person authorized by him to attend the Meeting is automatically deemed revocation of a proxy previously granted to the Company's proxies.

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

Supplementary amendments to the Agenda as motioned by a minority, pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose total shares attain a value of at least one-twentieth of the capital stock or a proportionate ownership of €500,000 (the latter equivalent to 125,000 no-par-value shares) are entitled to make a motion that items be added to the agenda and made public. Each new item must be accompanied by a justification or a draft proposal. Motions for supplementary amendments must be directed to the Executive Board of Siltronic AG in writing and be received at least 30 days in advance of the Annual General Meeting, i.e. no later than midnight (24:00 hours) on **April 11, 2016**. Motions for supplementary amendments can be sent to the following address:

Siltronic AG
Executive Board
Attn: Investor Relations
Hanns-Seidel-Platz 4
81737 München, Germany

Pursuant to Section 122 (2) and (1), Sentence 3 of the German Stock Corporation Act (AktG) in the version valid until December 30, 2015 in connection with Section 142 (2), Sentence 2 of the German Stock Corporation Act (AktG), petitioners must prove that they have held the required number of shares for at least three months. With respect to the decisive date for attainment of this minimum shareholding term, the Company shall, in favor of any potential petitioners, take account of the day of the Annual General Meeting and regard proof of shareholdership since February 12, 2016 as sufficient.

Motions for supplementary amendments to the agenda that are to be made public shall be published immediately after receipt in the Bundesanzeiger (Germany's Federal Gazette). Furthermore, they will be published and made accessible to shareholders at the web address www.siltronic.com ("Investor Relations/Annual General Meeting"), and will be sent to all shareholders registered in the Shareholder Register pursuant to Section 125 (2) and (1) Sentence 3 of the German Stock Corporation Act (AktG).

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Counter motions and election proposals pursuant to Section 126 (1), and Section 127 of the German Stock Corporation Act (AktG)

Any shareholder of the Company is entitled to submit counter motions to proposals of the Executive Board and/or Supervisory Board concerning certain items of the agenda and to submit election proposals for the Supervisory Board or the auditor.

Counter motions (accompanied by a justification) and election proposals are to be sent exclusively to:

Siltronic AG

Investor Relations
Hanns-Seidel-Platz 4
81737 München, Germany
Fax: +49 89 8564 3904
Email: investor.relations@siltronic.com

We will publish counter motions and election proposals that have to be made accessible and have been received by the Company by no later than 14 days before the Meeting, in other words by April 27, 2016, 24:00, immediately upon receipt, including the shareholder's name, justifications to be made accessible – perhaps together with additional content in accordance with Section 127 (4) of the German Stock Corporation Act (AktG) – on www.siltronic.com ("Investor Relations/Annual General Meeting"). Any statements by the management will also be published on Siltronic AG's website. Furthermore, counter motions will only be published if they contain a justification. While election proposals require no justification, they do not need to be published if the proposal does not contain the information required by Sections 124 (3) Sentence 4 and 125 (1) 5 of the German Stock Corporation Act (AktG) (name, profession and residence of the auditor or Supervisory Board candidates and information on membership of the Supervisory Board candidates in other statutory Supervisory Boards).

The Company may also waive making a counter motion or election proposal available in the cases of Section 126 (2) or (3) of the German Stock Corporation Act (AktG).

Please note that counter motions and election proposals will be considered at the Annual General Meeting only if they are (again) presented orally, even if they were already sent to the Company. The right of shareholders to make and submit counter motions to agenda items or to submit election proposals during the Meeting without prior submission to the Company remains unaffected.

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

At the Annual General Meeting, each shareholder shall upon request be provided with information 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 and that there is no legal right to withhold such information. The Executive Board has to also disclose information with regard to the Company's legal and business relation with any affiliated enterprise as well as to the position of the consolidated group and any enterprise included in the consolidated financial statements. Requests for information must be made orally during the Annual General Meeting as part of the question-and-answer session. 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 pursuant to Section 16 (2) Sentence 3 of the Articles of Incorporation of the Company.

Information published on Siltronic's website (Section 124a AktG)

The convening of the Annual General Meeting, the documents and shareholder motions to be made accessible as required by law, and additional information and detailed explanations on the shareholders' rights pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act, will also be available on Siltronic's website at www.siltronic.com ("Investor Relations/Annual General Meeting").

The mandatory documents to be made accessible will also be available for review at the Annual General Meeting.

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

Munich, March 2016

Siltronic AG
Executive Board