

**Siltronic AG
Munich, Germany**

WKN: WAF300
ISIN: DE000WAF3001

Notice of the Annual General Meeting 2019

Dear Shareholders

Notice is hereby given that the Annual General Meeting of Siltronic AG will be held on Tuesday, May 7, 2019 at 10:00 a.m. at

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

Agenda

- 1. Presentation of the adopted separate financial statements, the approved consolidated financial statements and combined management report of Siltronic AG and the Siltronic Group as at December 31, 2018 as well as the report of the Supervisory Board for the 2018 fiscal year and Executive Board's Explanatory Report of the disclosures made pursuant to sections 289a and 315a of the German Commercial Code (HGB)**

The above-mentioned documents are available on the Siltronic AG website at <https://www.siltronic.com/en/investors/annual-general-meeting.html> and will be available for inspection by shareholders at the Annual General Meeting. With the exception of the separate financial statements, they are part of the 2018 Annual Report.

The Supervisory Board has already approved the separate financial statements and consolidated financial statements drawn up by the Executive Board; the separate financial statements have therefore been adopted. In accordance with the applicable legal provisions, a resolution pertaining to this item on the agenda is therefore not required.

- 2. Resolution on the utilization of unappropriated profit of Siltronic AG to pay a dividend**

The Supervisory Board and the Executive Board propose that the unappropriated profit of Siltronic AG for the 2018 fiscal year amounting to EUR 232,606,081.71 be utilized as follows:

- | | |
|---|-----------------|
| - Payment of a dividend of EUR 5.00 per share entitled to receive | €150,000,000.00 |
| a dividend (as of March 1, 2019: 30,000,000) | |
| - Profit carried forward | €82,606,081.71 |

If the number of shares entitled to receive a dividend for the 2018 fiscal year changes prior to the Annual General Meeting, a correspondingly amended resolution will be voted on at the Annual General Meeting that will still provide for a dividend of EUR 5.00 per share entitled to receive a dividend as well as correspondingly adjusted amounts for the total amount of dividend to be paid and the profit to be carried forward.

Pursuant to section 58 (4) sentence 2 of the German Stock Corporation Act (AktG), the entitlement to the dividend is due for payment on the third business day following the resolution of the Annual General Meeting, i.e. on May 10, 2019.

3. Ratification of the acts of the members of the Executive Board

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board in office during the 2018 fiscal year be approved for this period.

4. Ratification of the acts 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 2018 fiscal year be approved for this period.

5. Election of the auditor

The Supervisory Board proposes – at the recommendation of the Audit Committee – that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be elected to audit the separate and consolidated financial statements for the 2019 fiscal year and as auditor to carry out a review of the interim consolidated financial statements and interim Group management report for the first six months of the 2019 fiscal year.

The Audit Committee has declared that its recommendation was not improperly influenced by third parties and that no restrictive clause has been imposed upon it within the meaning of section 16 (6) of the EU Auditors' Regulation (Regulation (EU) No. 537 / 2014 of the European Parliament and the Council of April 16, 2014 pertaining to specific requirements for the audit of accounts of companies of public interest and annulment of the resolution 2005 / 909 / EG of the Commission).

Other information

Number of shares and voting rights

At the time of convening the Annual General Meeting, the share capital of the Company is divided into 30,000,000 no-par value shares, each of which carries one vote. The Company did not hold any of its own shares at that date.

Prerequisites for attending the Annual General Meeting and exercising voting rights

Only shareholders who are entered as such in the Company's stock register and who have registered in good time are entitled to attend the Annual General Meeting and exercise their voting rights, either in person or through a proxy. The Company must receive the registration by **midnight on April 30, 2019** (final day of registration) at the following address in writing (section 126b of the German Civil Code) in German or English:

Siltronic AG

c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 3090 3746 75
E-mail: anmeldestelle@computershare.de

Banks, shareholder associations and persons/financial services institutions/companies equivalent thereto pursuant to sections 135 (8) and (10) in conjunction with section 125 (5) AktG that do not actually own the shares for which they are registered as the holder in the stock register may only exercise the voting rights for such shares with a corresponding authorization from the shareholder.

The registration for the Annual General Meeting has no effect on the transferability of the shares concerned. Please note, however, that in relation to the Company, only those persons entered as such in the stock register (section 67 (2) sentence 1 AktG) are considered shareholders. The registration status of the stock register on the day of the Annual General Meeting is therefore decisive for the right to participate and the number of voting rights.

Furthermore, please note that in the period between midnight on May 1, 2019 and midnight on May 7, 2019 there is a so-called **entry freeze** for organizational reasons, i.e. no registrations and/or deregistrations may be entered in the stock register. In their own interest, all purchasers of shares not yet entered in the stock register are therefore requested to submit entry change applications as soon as possible.

Please note that each shareholder is entitled to a maximum of two admission tickets. Unlike registration, however, admission tickets are not a prerequisite for attendance, but merely serve to simplify the admission control procedure for participation in the Annual General Meeting.

Procedure for voting through a proxy

Shareholders who are entered in the stock register on the day of the Annual General Meeting may also have their voting rights exercised by a proxy such as a bank, a shareholders' association, or the proxies appointed by the Company. In this case, too, either the shareholder or a proxy is required to register in a timely manner.

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

Proxies

If neither a bank nor a shareholders' association nor any other persons, financial services institutions, or companies equivalent thereto pursuant to section 135 (8) or section 135 (10) in conjunction with section 125 (5) AktG, the issuance, revocation, and provision of proof of shareholder's proxy vis-à-vis the Company must be made in writing. The proxy application form, which the shareholders receive together with the admission ticket, can be used to issue the shareholder's proxy.

Issuance and revocation of the shareholder's proxy may be effected both by declaration to the Company and by declaration to the proxy. If the shareholder's proxy is granted to the person to be authorized, the shareholder's proxy must, however, be provided to the Company in writing. Shareholders and their proxies may notify the Company of the appointment or revocation of the shareholder's proxy at the address, fax number or e-mail address stated above for registration. On the day of the Annual General Meeting, notification can also be given at the appropriate check-in points.

When authorizing banks, shareholders' associations or those persons, financial services institutions, or companies equivalent thereto pursuant to sections 135 (8) or 135 (10) in conjunction with section 125 (5) (AktG), the special legal provisions contained in section 135 AktG apply, which stipulate, among other things, that the shareholder's proxy must be verifiably recorded. Exceptions to the requirement for the written form may therefore apply. Some of the recipients of a shareholder's proxy determine their own rules for their authorization, which must be observed. We therefore recommend that the form and procedure of the authorization be agreed in good time with the recipients of the shareholder's proxy.

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

Exercising voting rights via Company representatives

As a special service to our shareholders, we offer you the option of being represented at the Annual General Meeting by employees of the Company who exercise your voting rights in accordance with your instructions. Our proxies may only vote subject to instructions. For this reason, instructions must be issued with the shareholder's proxy for the exercising of voting rights. Please note that the proxies can therefore only exercise voting rights on those items of the agenda for which you have given instructions and that the proxies cannot accept instructions on procedural motions either before or during the Annual General Meeting. Similarly, it is not possible to issue instructions on requests to speak, to file objections against resolutions made by the Annual General Meeting, or to submit questions or motions.

If you wish to authorize one of our proxies, please use the shareholder's proxy and instructions form, which we will send you directly. We kindly ask you to send the shareholder's proxy form with your instructions and any changes or revocations in sufficient time for the Company to receive them no later than **midnight on May 6, 2019** at the address, fax number or e-mail address provided in the section "*Prerequisites for attending the Annual General Meeting and exercising voting rights*" for the registration.

On the day of the Annual General Meeting, shareholder's proxy and instructions to the Company's proxies (as well as revocations of shareholder's proxy and changes to instructions) may also be effected at the check-in and checkout points to the Annual General Meeting.

The personal attendance of a shareholder or a third party authorized by that shareholder at the Annual General Meeting is automatically deemed to be the revocation of any previously granted authorization to the Company's proxies.

Inquiries, motions, election proposals, requests for information

(Notes on the rights of shareholders pursuant to sections 122 (2), 126 (1), 127, 131 (1) AktG)

Supplementary motions to the agenda at the request of a minority pursuant to section 122 (2) AktG

Shareholders jointly representing at least EUR 500,000 of the Company's share capital (equivalent to 125,000 shares) may request that items be placed on the agenda and disclosed. Each new item must be accompanied by either a justification or a draft resolution. The request must be addressed in writing to the Executive Board of Siltronic AG and received by the Company at least 30 days prior to the meeting, i.e. no later than **midnight on April 6, 2019**. Please send your request to the following address:

Siltronic AG

Vorstand
Investor Relations
Hanns-Seidel-Platz 4
81737 Munich, Germany

Applicants must prove that they have been holders of 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 Executive Board has reached a decision on the request. Section 70 AktG is applicable in determining the shareholding period. The date on which the request is received does not count. It is not possible to postpone the transfer from a Sunday, Saturday, or public holiday to a working day preceding or following the working day. Sections 187 to 193 of the German Civil Code do not apply mutatis mutandis.

Requests for additions to the agenda to be announced will be published in the Official Federal Gazette (Bundesanzeiger) without delay upon receipt of the request. They will also be published online at <https://www.siltronic.com/en/investors/annual-general-meeting.html> and communicated to the shareholders entered in the stock register pursuant to section 125 (2), (1) sentence 3 AktG.

Proposals and election nominations of shareholders pursuant to sections 126 (1) and 127 AktG

Each shareholder is entitled to submit counterproposals to the Company regarding a proposal by the Executive Board and/or the Supervisory Board on a specific agenda item as well as proposals for the election of Supervisory Board members or auditors.

Counterproposals (with a possible justification) and election nominations must be submitted exclusively to the following address:

Siltronic AG

Investor relations
Hanns-Seidel-Platz 4
81737 Munich, Germany
Fax: +49 89 8564 3904
E-mail: investor.relations@siltronic.com

We will publish any counterproposals and election proposals to be made available, which are submitted at the above address no later than 14 days before the Annual General Meeting, i.e. by **midnight on April 22, 2019** without delay upon receipt, including the name of the shareholder as well as the justifications required to be made – if necessary accompanied by supplementary contents pursuant to section 127 sentence 4 AktG – at: <https://www.siltronic.com/en/investors/annual-general-meeting.html>. Any statements made by the management will also be published on the website of Siltronic AG. Nominations for election do not have to be published if the proposal does not contain the information required by section 124 (3) sentence 4 and section 125 (1) sentence 5 AktG (name, profession, and place of residence of the auditor or Supervisory Board candidate as well as information on memberships of the Supervisory Board candidate in other statutory supervisory boards).

The Company may also waive the disclosure of a counterproposal or election proposal in the cases of section 126 (2) or (3) AktG.

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

Shareholders' right to information pursuant to section 131 (1) AktG

On request at the Annual General Meeting, every shareholder has the right to receive information regarding the affairs of the Company from the Executive Board, insofar as the information is necessary in order to assess an item on the agenda in a proper manner and no right to refuse information applies. The duty of the Executive Board to provide information also extends to Siltronic AG's legal and business relations with affiliated companies, as well as to the position of the Group and the companies included in the consolidated financial statements. Any requests for information must be made orally at the Annual General Meeting in the course of the discussion. Pursuant to article 16 (2) sentence 3 of the Company's Articles of Association, the chairman of the meeting is authorized to appropriately limit the time allowed for shareholders' rights to speak and ask questions.

Information published on the Company's website (section 124a AktG)

This notice of the Annual General Meeting as well as the documents and motions of shareholders to be made available by law and further explanations on the rights of shareholders pursuant to sections 122 (2), 126 (1), 127, 131 (1) AktG are also available on the Company's website under the following link: <https://www.siltronic.com/en/investors/annual-general-meeting.html>.

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

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

Data privacy information for shareholders

Your personal data will only be processed in order to maintain the share register as required by law, to communicate with you as a shareholder, and to run our Annual General Meetings. In addition, your data will be used for related purposes and to satisfy other statutory requirements (e.g., relating to documentary evidence or record retention). Further information on data privacy for shareholders and their authorized representatives are available at <https://www.siltronic.com/en/investors/annual-general-meeting.html>.

Munich, March 2019

Siltronic AG

The Executive Board