

**Siltronic AG**  
**Munich, Germany**

WKN: WAF300  
ISIN: DE000WAF3001

**Notice of the Annual General Meeting 2018**

Dear Shareholders

Notice is hereby given that the Annual General Meeting of Siltronic AG will be held on Thursday, April 19, 2018 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, 2017 as well as the report of the Supervisory Board for the 2017 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 2017 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 2017 fiscal year amounting to EUR 138,067,266.82 be utilized as follows:

- |   |                |
|---|----------------|
| - Payment of a dividend of EUR 2.50 per share entitled to receive<br>a dividend (as of March 1, 2018: 30,000,000) | €75,000,000.00 |
| - Profit carried forward  | €63,067,266.82 |

If the number of shares entitled to receive a dividend for the 2017 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 2.50 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 April 24, 2018.

**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 2017 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 2017 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 2018 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 2018 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).

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

The Annual General Meeting held on May 12, 2016 approved by a large majority the compensation system for members of the Executive Board in effect since June 11, 2015. Following the Supervisory Board's resolution to make changes to the compensation system with effect from January 1, 2017 and adjustments to the amount of compensation with effect from October 1, 2017, the Annual General Meeting is also required to resolve on the approval of this amended system. In addition to the compensation of the Executive Board members for the 2017 fiscal year, the Compensation Report also describes the amended compensation system. This system of compensation for the members of the Executive Board, which is to take retrospective effect from January 1, 2017, is the subject of the resolution. The Compensation Report is a component of the Annual Report 2017 and forms part of the documents mentioned under agenda item 1, which are available on our website at <https://www.siltronic.com/en/investors/annual-general-meeting.html>. Furthermore, as part of these documents, the Compensation Report will be available for inspection and explained in greater detail at the Annual General Meeting.

The Supervisory Board and the Executive Board propose that the system of compensation for the members of the Executive Board be approved with retrospective effect from January 1, 2017.

**7. Elections to the Supervisory Board**

At the end of the Annual General Meeting on April 19, 2018, the terms of office of all Supervisory Board members will expire pursuant to section 102 (1) AktG and article 7 (2) of the Articles of Association of Siltronic AG.

Pursuant to sections 96 (1) and 101 (1) AktG and section 7 (1) sentence 1 number 1 of the German Co-Determination Act (MitbestG), the Supervisory Board comprises six shareholder representatives and six employee representatives. Pursuant to section 96 (2) sentence 1 AktG, the Supervisory Board must be made up of at least 30 percent women and at least 30 percent men. Both the shareholder representatives and the employee representatives objected to overall compliance pursuant to section 96 (2) sentence 3 AktG. For this reason, the Supervisory Board is to be composed of at least two women and two men on both the shareholder and the employee side in order to fulfill the minimum quota pursuant to section 96 (2) sentence 1 AktG.

The Supervisory Board members representing the employees will be elected in March 2018 in accordance with the provisions of the German Co-Determination Act (MitbestG) with effect from the end of the Annual General Meeting on April 19, 2018.

The Supervisory Board's election proposals are based on the recommendation of its Nomination Committee, take into account the objectives resolved by the Supervisory Board for its composition, and are aimed at adhering to the competence profile drawn up by the Supervisory Board for the full Supervisory Board. The objectives and the competence profile were approved by the Supervisory Board on September 14, 2017 and have been published in the Corporate Governance Report for the 2017 fiscal year, including the status of implementation. The Corporate Governance Report is included in the Annual Report 2017 and is part of the documents mentioned under agenda item 1, which are available on our website at: <https://www.siltronic.com/en/investors/annual-general-meeting.html>. Furthermore, as part of these documents, the Corporate Governance Report for the 2017 fiscal year will be made available for inspection at the Annual General Meeting and explained in greater detail.

The Supervisory Board proposes that the persons named in the following list from a) to f) be elected as Supervisory Board members representing shareholders. The appointment is valid for a period of office up to the end of the Annual General Meeting at which the resolution is passed ratifying the members' acts for the fourth fiscal year after the beginning of the members' period of office, excluding the fiscal year in which the period of office began.

- a) **Univ.-Prof. Dr. Gabrijela Dreo Rodosek**, Haar, Germany, Executive Director of the CODE research institute and Chair for Communication Systems and Network Security at the Universität der Bundeswehr (armed forces university) in Munich
- b) **Sieglinde Feist**, Munich, Germany, Head of Corporate Development, Wacker Chemie AG
- c) **Dr. Hermann Gerlinger**, Aalen, Germany, Managing Partner of GeC GmbH
- d) **Michael Hankel**, Eschborn, Germany, Member of the Executive Board of ZF Friedrichshafen AG
- e) **Bernd Jonas**, Essen, Germany, independent lawyer
- f) **Dr. Tobias Ohler**, Munich, Germany, Member of the Executive Board of Wacker Chemie AG

It is intended that the Annual General Meeting will decide on the election of new members of the Supervisory Board by individual shareholder vote. Pursuant to article 5.4.3 sentence 3 of the German Corporate Governance Code, we wish to point out that Dr. Ohler is to be proposed as a candidate for the chairmanship of the Supervisory Board.

Further details of the Supervisory Board candidates proposed for election are shown below.

## Other information

### **Information on the Supervisory Board candidates proposed for election under agenda item 7**

- a) **Univ.-Prof. Dr. Gabrijela Dreo Rodosek**, Haar, Germany, Executive Director of the CODE research institute and Chair for Communication Systems and Network Security at the Universität der Bundeswehr (armed forces university) in Munich

#### Personal data

Date of birth: August 9, 1965  
Nationality: German and Slovenian

#### Education

1988 Diploma in Computer Science, University of Maribor, Slovenia  
1991 Master of Technical Sciences, University of Maribor, Slovenia  
1995 Doctorate as Dr. rer. nat. in Computer Science, LMU Munich  
2002 Post-doctorate at the LMU Munich

#### Professional career

1988 Research assistant at the Institute for Computer Science, University of Maribor, Slovenia  
1991 Assistant Mathematical Technician at the Institute for Computer Science at the Ludwig-Maximilians-Universität Munich (LMU)  
1995 Research assistant at the Leibniz Data Center of the Bavarian Academy of Sciences and Humanities  
2003 Private lecturer at the LMU Munich  
2004 University Professor and Chair for Communications Systems and Internet Services at the Universität der Bundeswehr, from 2012 – 2016 Deputy Dean of the Faculty for Computer Science  
2017 Executive Director of the CODE research institute

#### Membership of statutory supervisory boards in Germany and equivalent control bodies of German and foreign companies

- Giesecke & Devrient GmbH, Munich (Member of the Advisory Board, Member of the Supervisory Board)
- BWI GmbH (Member of the Supervisory Board), wholly state-owned company

#### Other important secondary activities

Since 2014 Member of the Administrative Board of the German National Research and Education Network (DFN)  
Since 2018 Member of the Data Privacy Advisory Board of Deutsche Telekom AG

Personal or business relationships with Siltronic AG or its Group companies, the representative bodies of Siltronic AG or a shareholder with a significant interest in Siltronic AG pursuant to article 5.4.1 (6) of the German Corporate Governance Code:

- None

Relevant knowledge, skills, and experience

Owing to her successful career as a university lecturer and computer scientist, Professor Dreo has outstanding technological expertise in the fields of digitalization and cyber security, which constitute the major growth drivers of the semiconductor and wafer industry that are of key interest for the Siltronic Group. Furthermore, Professor Dreo's experience in monitoring large-scale enterprises in the course of her membership in committees and supervisory boards is of great value. Finally, with respect to the Siltronic Group's worldwide operations, Professor Dreo has gained valuable international experience that is particularly useful for performing supervisory board work.

**b) Sieglinde Feist, Munich, Germany, Head of Corporate Development, Wacker Chemie AG**

Personal data

Date of birth: May 28, 1963  
Nationality: German

Education

1989 Diploma in Economics, University of Passau, Germany

Professional career

1989 Employee in Controlling, Siemens AG  
1994 Head of Controlling and Accounting, Eupec GmbH & Co. KG  
1997 Head of Finance and Controlling in the Semiconductor Division, Siemens AG  
1999 Various commercial management positions at Infineon Technologies AG  
2005 Various management positions at Qimonda AG  
2009 Head of Controlling Silicones Division, Wacker Chemie AG  
2014 Head of Corporate Development, Wacker Chemie AG

Membership of statutory supervisory boards in Germany and equivalent control bodies of German and foreign companies

- Siltronic AG (Member of Supervisory Board since December 15, 2014)

Personal or business relationships with Siltronic AG or its Group companies, the representative bodies of Siltronic AG or a shareholder with a significant interest in Siltronic AG pursuant to article 5.4.1 (6) of the German Corporate Governance Code:

- Senior executive of Wacker Chemie AG (major shareholder)

Relevant knowledge, skills, and experience

Ms Sieglinde Feist has extensive experience in all areas relevant for the finance department of Siltronic, including in particular questions concerning international financial reporting, controlling, and risk management. In the course of her career, Ms Feist has worked in various executive functions in companies in the semiconductor industry and this experience gives her excellent knowledge of the sector. As Head of Corporate Development in a listed chemical company with international operations, Ms Feist can provide the Supervisory Board with profound knowledge and expertise in terms of corporate strategy and the development of Siltronic.

c) **Dr. Hermann Gerlinger**, Aalen, Germany, Managing Partner of GeC GmbH

Personal data

Date of birth: August 24, 1953  
Nationality: German

Education

1979 Degree in Physics at the University of Würzburg, Germany  
1983 Doctorate (Dr. rer. nat.) in Physics and Astronomy, University of Würzburg, Germany

Professional career

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

Membership of statutory supervisory boards in Germany and equivalent control bodies of German and foreign companies

- Siltronic AG (Member of the Supervisory Board since March 4, 2011)
- Member of the Administrative Board of VAT Group AG, Haag, Switzerland

Other important secondary activities

- Member of the Board of Trustees of the Physikalisch-Technische Bundesanstalt (PTB) and member of the Administrative Board of Helmholtz-Fonds e.V.

Personal or business relationships with Siltronic AG or its Group companies, the representative bodies of Siltronic AG or a shareholder with a significant interest in Siltronic AG pursuant to article 5.4.1 (6) of the German Corporate Governance Code:

- None

Relevant knowledge, skills, and experience

With a doctorate in physics, Dr. Hermann Gerlinger has profound knowledge of the technologies relevant for the Siltronic Group. Furthermore, due to his wealth of experience in executive functions as well as his membership on the executive board of an internationally operating manufacturer of semiconductor production equipment, he has comprehensive knowledge of and expertise in the main markets and strategic fields that are key for the Siltronic Group. Dr. Gerlinger draws on a great deal of knowledge of committee work and in the field of corporate governance, not least due to his extensive experience in the management and monitoring of various companies.

d) **Michael Hankel**, Eschborn, Germany, Member of the Executive Board of ZF Friedrichshafen AG

Personal data

Date of birth: May 23, 1957  
Nationality: German

Education

1977 – 1984 Studied mechanical engineering, specializing in aerospace technology, at the Technical University of Braunschweig (Dipl.-Ing.)

Professional career

1984	ITT Automotive Europe GmbH (Teves), Gifhorn plant, finally as product line manager
1993	ITT Automotive Europe GmbH (Teves), Frankfurt/Main, finally as Head of Commercial Brakes & Chassis worldwide)
1998	Head of Wheel Brakes division; Continental Teves AG & Co. oHG, Frankfurt/Main
2001	Member of the Executive Board of FAG Kugelfischer AG, Schweinfurt Chairman of the Executive Board of FAG Automobiltechnik AG and FAG Komponenten AG
2003	Member of the Executive Board Chassis, ZF Sachs AG, Schweinfurt
2007	Chairman of the Executive Board of ZF Lenksysteme GmbH, Schwäbisch Gmünd
Since 2013	Member of the Executive Board of ZF Friedrichshafen AG, Friedrichshafen

Membership of statutory supervisory boards in Germany and equivalent control bodies of German and foreign companies

- Member of the Supervisory Board of ZF Gusstechnologie GmbH, Nuremberg (ZF Friedrichshafen group body)

Other important secondary activities

- Member of the Digitalization Board of the German Federal State of Saarland (advisory body of Saarland's State government)

Personal or business relationships with Siltronic AG or its Group companies, the representative bodies of Siltronic AG or a shareholder with a significant interest in Siltronic AG pursuant to article 5.4.1 (6) of the German Corporate Governance Code:

- None

Relevant knowledge, skills, and experience

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

e) **Bernd Jonas**, Essen, Germany, independent lawyer

Personal data

Date of birth: February 5, 1951  
Nationality: German

Education

1974 Studied Law at the University of Bonn, Germany, passed First State Examination in Law  
1977 Second State Examination in Law

Professional career

1978 Government Councillor in the North Rhine-Westphalian Tax Administration  
1981 Tax Consultant of the German Chamber of Commerce and Industry, Bonn, Germany  
1986 – 2013 Various leading positions in the fields of taxes, accounting and financial reporting at KRUPP / ThyssenKrupp; as of 2003 appointed General Representative of ThyssenKrupp AG



- 2004 – 2007 Member of the Tax Code Commission of the Market Economy Foundation
- 2004 – 2013 Chairman of the Tax Committee of the Federal Association of German Industry (BDI)
- 2014 – 2016 Member of the Auditor Oversight Commission (AOC) at the Federal Ministry of Economics and Energy

Membership of statutory supervisory boards in Germany and equivalent control bodies of German and foreign companies

- Siltronic AG (Member of the Supervisory Board since May 7, 2015)

Other important secondary activities

- Chairman of the Executive Committee of the Board of Trustees of Institut Finanzen und Steuern e.V., Berlin

Personal or business relationships with Siltronic AG or its Group companies, the representative bodies of Siltronic AG or a shareholder with a significant interest in Siltronic AG pursuant to article 5.4.1 (6) of the German Corporate Governance Code:

- None

Relevant knowledge, skills, and experience

During his successful career as a tax and finance expert, Mr. Bernd Jonas has acquired excellent knowledge and experience in all areas relevant for corporate finance, particularly with regard to questions of financial reporting, accounting, and tax law. As a former member of the Auditor Oversight Commission (AOC), Mr. Jonas is also an acknowledged expert in the field of auditing.

Mr. Jonas meets the requirements of section 100 (5) AktG with regard to expertise in the areas of accounting and auditing.

f) **Dr. Tobias Ohler**, Munich, Germany, Member of the Executive Board of Wacker Chemie AG

Personal data

Date of birth: January 25, 1971  
Nationality: German

Education

1997 Studied in Germany, France and Australia, graduated as Industrial Engineer at the Technical University of Karlsruhe, Germany

2000 Doctorate in Economics at the University of Oldenburg, Germany

Professional career

- 1997 Consultant and Associate Principal, McKinsey & Co.
- 2004 Joined Wacker-Chemie GmbH
- 2005 Head of Group Controlling, Wacker Chemie AG
- 2008 Purchasing Manager for raw materials, Wacker Chemie AG
- 2010 Chief Financial Officer on the Executive Board of Siltronic AG
- 2013 Member of the Executive Board of Wacker Chemie AG, Labor Relations Director
- 2015 Member of the Executive Board of Wacker Chemie AG, Chief Financial Officer

Membership of statutory supervisory boards in Germany and equivalent control bodies of German and foreign companies

- Siltronic AG (Supervisory Board member since February 26, 2013, Chairman of the Supervisory Board since 2015)
- Pension fund of Wacker Chemie VVaG (Member of the Supervisory Board)

Personal or business relationships with Siltronic AG or its Group companies, the representative bodies of Siltronic AG or a shareholder with a significant interest in Siltronic AG pursuant to article 5.4.1 (6) of the German Corporate Governance Code:

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

Relevant knowledge, skills, and experience

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

The Supervisory Board has assured itself that each of the proposed candidates will be able to spend the required amount of time to exercise their duties.

### **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 12, 2018** (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 April 13, 2018 and midnight on April 19, 2018 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 April 17, 2018 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 March 19, 2018**. 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/de/investoren/hauptversammlung.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 Board of Management 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 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](mailto: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 4, 2018** 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. Counterproposals will only be published if they contain a justification. Nominations for election do not require a justification, but 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.

**Munich, March 2018**

**Siltronic AG**

**The Executive Board**