

**Bylaws for the Supervisory Board
of
Siltronic AG**

The Supervisory Board of Siltronic AG (the **Company**, together with its Group companies hereinafter also referred to as the **Company**) adopts the following bylaws:

§ 1

Tasks of the Supervisory Board

- (1) The Supervisory Board advises the Executive Board on the management of the Company and monitors its conduct of business. Monitoring and advice also include sustainability issues in particular. The Supervisory Board shall work closely with the Executive Board for the benefit of the Company.
- (2) The Supervisory Board shall perform its duties in accordance with the law, the articles of association, these bylaws and any resolutions of the Supervisory Board.
- (3) The Supervisory Board shall regularly assess how effectively the Supervisory Board as a whole and its committees perform their duties.
- (4) The Supervisory Board plenum shall discuss and regularly review the structure of the compensation system for the Executive Board at the proposal of the Executive Committee. The compensation of the members of the Executive Board shall be determined by the Supervisory Board plenum.

§ 2

Membership of the Supervisory Board

- (1) Each member of the Supervisory Board must have the knowledge, skills and professional experience required to perform his or her duties properly and must be sufficiently independent. At least one member must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing; the members as a whole must be familiar with the sector in which the Company operates.
- (2) Each member of the Supervisory Board shall ensure that he or she has sufficient time to perform his or her mandate.

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- (3) The Supervisory Board shall include what it considers to be a sufficient number of independent members.
- (4) Supervisory Board members who have reached the age of 75 shall resign from office at the end of the Annual General Meeting following the date on which the respective Supervisory Board member reaches the age of 75. Any deviation from this rule shall be discussed with the members of the Executive Committee and - insofar as a member of the Executive Committee is concerned - additionally with the members of the Audit Committee.

§ 3

Rights and duties of the members of the Supervisory Board

- (1) The members of the Supervisory Board shall have the same rights and duties unless otherwise provided by law, the articles of association or these bylaws. They are not bound by orders or instructions.
- (2) The members of the Supervisory Board shall - even after leaving office - maintain secrecy with regard to facts of which they become aware in the course of their duties as members of the Supervisory Board, the disclosure of which could impair the interests of the Company or one of its affiliated companies, namely business and trade secrets. This applies in particular to confidential reports and deliberations as well as votings in the Supervisory Board. If a member of the Supervisory Board intends to disclose information to a third party which the member of the Supervisory Board, after careful consideration, is not certain can be disclosed to that third party, the member of the Supervisory Board is obliged to inform the Chairperson of the Supervisory Board in advance and give him the opportunity to comment. If the Chairperson does not agree to the disclosure, the Chairperson of the Supervisory Board shall inform the other members of the Supervisory Board thereof and bring about an immediate statement by the Supervisory Board. Until such statement has been made, the Supervisory Board member concerned shall maintain secrecy about the facts of which he or she has become aware through his or her office. Each member of the Supervisory Board shall ensure that the persons engaged by him comply with the confidentiality obligation in the same way. Persons who are permitted to attend meetings of the Supervisory Board in accordance with § 109 of the German Stock Corporation Act (AktG) must be expressly obliged to maintain confidentiality. In the event that a member of the Supervisory Board ceases to hold office, all documents such as writings, correspondence, electronic files and documents, records and the like relating to matters of the Company and in his possession shall be handed over without delay to the Chairperson of the Supervisory Board or, if the Chairperson ceases to hold office, to his or her successor. This obligation also extends to duplicates and photocopies. Copies of electronic files and documents shall be destroyed without delay at the request of the Chairperson or, if the Chairperson retires, his or her successor. The members of the Supervisory Board shall have no right of retention to such documents.

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- (3) Each member of the Supervisory Board is obliged to act in the interests of the Company. In making decisions, they may neither pursue personal interests nor exploit for their own benefit business opportunities to which the Company is entitled.
- (4) Each member of the Supervisory Board shall disclose to the Supervisory Board, for the attention of the Chairperson, any conflicts of interest, in particular those which may arise as a result of a advisory or board function with customers, suppliers, lenders or other business partners of the Company. In the event of conflicts of interest on the part of the Chairperson, he or she shall inform the members of the Executive Committee. In the event of material and not merely temporary conflicts of interest, the Supervisory Board member shall resign from office. In its report to the Annual General Meeting, the Supervisory Board shall provide information on any conflicts of interest that have arisen and how they have been handled.
- (5) With the approval of the Supervisory Board, the Company has established an internal procedure pursuant to Section 111a (2) sentence 2 of the German Stock Corporation Act (AktG) which applies to the assessment of related party transactions. Only Supervisory Board members for whom there is no concern of a conflict of interest due to their relationship with the related party participate in the resolution on the approval of related party transactions pursuant to Section 111 b of the of the German Stock Corporation Act (AktG).
- (6) Each member of the Supervisory Board shall be entitled to take note of the reports of the Executive Board to be submitted to the Supervisory Board as well as the documents relating to the annual financial statements and the audit reports of the auditor. The documents relating to the annual financial statements and the auditors' reports shall be sent to all members of the Supervisory Board in due time before the resolution is adopted. The members of the Supervisory Board shall return the audit reports to the Company after the resolution has been adopted.

§ 4

Chairperson and deputy

- (1) Following the Annual General Meeting at which all Supervisory Board members have been newly elected, a Supervisory Board meeting shall be held for which no special invitation is required. At this meeting, the Supervisory Board shall elect a Chairperson and a deputy Chairperson in accordance with Section 27 (1) and (2) of the German Co-Determination Act (MitbestG). It may also elect a further deputy.
- (2) The election of the Chairperson shall be chaired by the oldest shareholder representative present in terms of age.

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- (3) The deputy elected in accordance with the Co-Determination Act (MitbestG) shall be the first to deputize for the Chairperson, unless other arrangements have been made in a legally permissible manner. Unless otherwise expressly provided for in the articles of association or these bylaws, a deputy Chairperson shall have the same rights as the Chairperson in all cases in which he or she acts as deputy Chairperson in the event of the latter being prevented from attending. However, he or she shall not be entitled to a second vote.
- (4) If the Chairperson retires before the end of his or her term of office or is prevented from exercising his or her office on a more than temporary basis, a new Chairperson shall be elected for the remaining term of office of the retiring or prevented person. The same shall apply to the deputy chairperson. Successors must be elected without delay - at the latest at the beginning of the next meeting before other items on the agenda are dealt with. If an election is not held until the beginning of the next meeting, a special announcement of this election in the invitation is not required.
- (5) The Chairperson shall coordinate the work of the Supervisory Board and the cooperation of the Supervisory Board with the Executive Board. The Chairperson shall maintain regular contact with the Executive Board and discuss with it the strategy, planning, business development, risk situation, risk management and compliance of the Company, as well as important events that are of material significance for the assessment of the situation and development and for the management of the Company. The Chairperson then informs the Supervisory Board and, if necessary, convenes an extraordinary meeting of the Supervisory Board.
- (6) The Chairperson shall be responsible for implementing the resolutions of the Supervisory Board and its committees. The Chairperson is authorized to make the declarations of intent required to implement the resolutions of the Supervisory Board and its committees on behalf of the Supervisory Board. In addition, the Chairperson shall conduct correspondence on matters relating to the Supervisory Board; in particular, he or she shall take the lead in the Supervisory Board's dealings with the Executive Board and its members. Other documents and announcements of the Supervisory Board shall be signed by the Chairperson of the Supervisory Board. If the Chairperson is unable to attend, his or her deputy shall perform the aforementioned duties.

§ 5

Convocation, meetings

- (1) The Chairperson shall convene the Supervisory Board to at least four meetings in the calendar year and at least two meetings in the calendar half-year. Further meetings shall be convened if necessary. If necessary, the shareholder representatives and the employee representatives shall each prepare the meetings of the Supervisory Board separately. Any member of the Supervisory Board and the Executive Board may request that the Chairperson of the Supervisory Board convene a meeting of the Supervisory

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Board without delay, stating the purpose and the reasons. If the request is not complied with, the Supervisory Board member or the Executive Board may convene the Supervisory Board itself, stating the facts and an agenda.

- (2) Meetings of the Supervisory Board shall be convened by the Chairperson or, if the Chairperson is prevented from doing so, by the Deputy Chairperson, giving at least fourteen days' notice in writing, by fax, by e-mail or by other customary means of communication. When calculating the period of notice, the day on which the invitation is sent and the day of the meeting shall not be included. In urgent cases, the Chairperson may shorten the notice period and convene a meeting orally or by telephone.
- (3) The individual items on the agenda as well as the venue and time of the meeting shall be stated in the notice convening the meeting. Proposals for resolutions on the individual items on the agenda shall be communicated in due time before the meeting and in such detail that absent members or members not participating or connected by telephone or electronic means of communication (in particular video conferencing) can submit their votes in writing or in one of the forms described in Section 6 (5). In particular in the case of business requiring approval, the necessary documents should be made available in due time before the meeting. Unless an urgent matter justifies later notification, additions to the agenda must be communicated by the seventh day before the meeting.
- (4) The chairperson may cancel or postpone a convened meeting at his or her due discretion.
- (5) The Chairperson shall chair the meetings. He or she shall appoint the keeper of the minutes, who need not be a member of the Supervisory Board and shall decide whether to call in experts and persons providing information to discuss individual items on the agenda.
- (6) If the Chairperson is unable to attend, the meeting shall be chaired by his/her deputy. If the Deputy Chairperson is also prevented from attending, the Supervisory Board shall elect a Chairperson of the meeting by a simple majority of its votes.
- (7) If in a vote the Chairperson is entitled to a second vote on the basis of the Co-Determination Act (MitbestG), the Chairperson may also submit his second vote through another member of the Supervisory Board (voting messenger). The Deputy Chairperson shall also not be entitled to the second vote if no one submits a written ballot for the second vote on behalf of the incapacitated Chairperson.
- (8) The members of the Executive Board shall attend the meetings unless otherwise determined by the Chairperson of the Supervisory Board.

§ 6

Quorum, passing of resolutions

- (1) The Supervisory Board shall constitute a quorum if at least half of the members of which it must consist take part in the adoption of the resolution. Absent Supervisory Board members or members not participating or connected by telephone or electronic means of communication (in particular video conferencing) who cast their vote in accordance with section 6 (5) or (6) and members who abstain from voting on the resolution shall participate in the adoption of the resolution for this purpose.
- (2) Resolutions shall be adopted by a simple majority of the votes cast, unless other majorities are prescribed by law. Abstentions shall not be regarded as votes cast for this purpose. If a vote in the Supervisory Board results in a tie, the Chairperson shall have two votes in a new vote on the same item if this also results in a tie. Section 108 (3) of the German Stock Corporation Act (AktG) shall also apply to the casting of the second vote. The deputy shall not be entitled to the second vote. The Chairperson shall determine the course of the meeting and the manner of voting. In the event of a tie, he or she shall decide whether a new vote is to be taken at the same meeting.
- (3) Resolutions shall only be passed on agenda items that have been announced in due time in the invitation. If an agenda item has not been announced in due time, a resolution may only be passed on it if no member objects. In such a case, absent Supervisory Board members shall be given the opportunity to object to the resolution or to cast their vote in writing, verbally, by telephone, by fax, by e-mail or by other customary means of communication within a reasonable period to be set by the Chairperson. The resolution shall only become effective if no absent Supervisory Board member has objected within the time limit. Members of the Supervisory Board who are present by telephone or by electronic means of communication shall be deemed to be present.
- (4) The Chairperson shall determine the order in which the items on the agenda are discussed and the type, order and form of voting. He or she may postpone the discussion and adoption of resolutions on individual items on the agenda at the request of the Executive Board or otherwise at his/her due discretion.
- (5) Resolutions of the Supervisory Board are generally adopted in meetings. By order of the Chairperson or with the consent of all members of the Supervisory Board, meetings may also be held in the form of a conference call or by other electronic means of communication (in particular video conferencing) and individual members of the Supervisory Board may be connected by telephone or by electronic means of communication (in particular video transmission); in such cases, resolutions may be adopted by telephone conference or by other electronic means of communication (in particular video conferencing). Absent Supervisory Board members or those not participating in or connected to the conference call may participate in the adoption of resolutions by the Supervisory Board and its committees by having written votes submitted by other Supervisory Board members.

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In addition, they may also cast their votes orally, by telephone, fax, e-mail or by other customary means of communication in advance of the meeting, during the meeting or subsequently within a reasonable period to be determined by the Chairperson of the Supervisory Board. There shall be no right to object to the method of passing resolutions ordered by the Chairperson.

- (6) Resolutions may also be adopted outside meetings (within the meaning of Paragraph 5) in writing, orally, by telephone, by fax, by e-mail or by other comparable means of communication, as well as in a combination of the aforementioned forms, if the Chairperson of the Supervisory Board so orders, observing a reasonable period of notice, or if all members of the Supervisory Board participate in the adoption of the resolution. Members who abstain from voting when a resolution is adopted shall participate in the adoption of the resolution for this purpose. There is no right to object to the form of voting ordered by the Chairperson.
- (7) A Supervisory Board member may not participate in the vote on an item on the agenda if the resolution relates to the performance of a transaction with him or the initiation or settlement of a legal dispute between him and the Company.

§ 7

Transcripts

- (1) Minutes shall be kept of the resolutions and meetings of the Supervisory Board (as defined in § 6 (5)) and of resolutions adopted at such meetings and shall be signed by the Chairperson. Resolutions adopted outside meetings (as defined in § 6 (5)) shall be recorded in writing by the Chairperson and forwarded to all members of the Supervisory Board in text form. The minutes of meetings shall record the place and date of the meeting, the participants and the nature of their participation, the items on the agenda, the main content of the discussions and the resolutions of the Supervisory Board, stating the result of the voting. Any member may request that a motion made by him or a stated objection be recorded in the minutes.
- (2) A copy of the minutes shall be forwarded to each member of the Supervisory Board and - unless matters relating to the Executive Board are the subject of the minutes - to the Executive Board without delay after the minutes have been prepared. The original of the minutes shall be kept on file with the Company. The above provisions shall also apply to resolutions adopted outside meetings.
- (3) The minutes pursuant to paragraph 1 shall be deemed approved if no member of the Supervisory Board who participated in the adoption of the resolution objects in writing to the Chairperson of the Supervisory Board within one month of the minutes being sent to the members of the Supervisory Board, stating reasons and submitting an alternative text proposal. Insofar as the wording of resolutions is recorded in the minutes of the

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meeting and immediately signed by the Chairperson as part of the minutes, an objection to the wording of the resolution is only possible at the meeting.

§ 8

Supervisory Board committees and general rules for committee work

- (1) The Supervisory Board shall form and appoint the following committees from among its members:
 - a) an Executive Committee (§ 9)
 - b) an Audit Committee (§ 10)
 - c) the Mediation Committee to be formed pursuant to Section 27 (3) of the Co-Determination Act (§ 11)
 - d) a Nomination Committee (§ 12)

Further committees may be formed as required. To the extent legally permissible, decision-making powers of the Supervisory Board may be delegated to the committees.

- (2) A committee of the Supervisory Board may appoint a member of the committee as Chairperson, unless otherwise provided by law, the articles of association or these bylaws. If the Chairperson of the Supervisory Board is a member of a committee, he or she shall always be Chairperson of that committee, with the exception of the Audit Committee and the Executive Committee. He or she shall have the right to a casting vote.
- (3) The committee chairs convene the committees as required.
- (4) If the committee Chairperson is unable to attend, a committee member designated by him or her shall chair the meeting; this shall not apply to the Mediation Committee. The deputy designated by the committee Chairperson shall not be entitled to a casting vote.
- (5) If a member of a committee elected by the Supervisory Board resigns from the committee or is prevented from exercising his office not only temporarily, the Supervisory Board shall elect a successor for the remaining term of office of the resigning or prevented member without delay - at the latest at its next meeting.
- (6) If a Supervisory Board member is absent or prevented from attending a committee meeting and the committee is thus unable to pass resolutions, the remaining members of the committee may agree with another Supervisory Board member of the respective group (shareholders or employees) that the latter will be a substitute member of the committee for the duration of the absence or prevention of the committee member.
- (7) The chairmen of the committees shall report to the Supervisory Board regularly - at the latest at the next meeting - on the main results of the discussions of the committees. In

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the cases of § 9 (3) a) - f) of these bylaws, information shall only be provided on the wording and subject matter of a resolution; in the case of § 9 (4), only the facts of the discussion shall be reported.

- (8) A committee shall constitute a quorum if at least three members participate in the adoption of the resolution. This shall not apply to the Mediation Committee to be formed in accordance with Section 27 (3) of the Co-Determination Act, which shall only constitute a quorum if all four members participate in the adoption of the resolution, and to the Nomination Committee in accordance with Section 12, which shall only have preparatory tasks and shall consist of two shareholder representatives.
- (9) If a vote in the committee results in a tie, the Chairperson of the committee shall have the casting vote. This shall not apply to the Mediation Committee to be formed pursuant to Section 27 (3) of the Co-Determination Act and the Nomination Committee consisting of only two shareholder representatives.
- (10) Members of the Executive Board shall attend meetings of the committees to the extent requested by the Chairperson of the committee.
- (11) In all other respects, the procedure of the committees shall be governed by the rules laid down for the adoption of resolutions by the Supervisory Board in Articles 10 and 11 of the Articles of Association and in Articles 5, 6 and 7 of these bylaws, unless otherwise specified for the work of the committees in the preceding or following sections.

§ 9

Executive Committee

- (1) The Executive Committee consists of four members. The Executive Committee shall consist of three shareholder representatives and one employee representative. The three shareholder representatives shall be elected by the Supervisory Board. A further member is the Vice Chairperson of the Supervisory Board. The members of the Executive Committee elect a Chairperson from among their number.
- (2) The Executive Committee prepares the personnel decisions of the Supervisory Board, in particular the appointment and dismissal of Executive Board members and the appointment of the CEO and, where appropriate, his deputies. In this context, it shall be taken into account that the members of the Executive Board shall not in general be older than 67 years.
- (3) The Executive Committee decides in place of the full Supervisory Board on:
 - a) the conclusion, amendment and termination of the employment and pension contracts of the members of the Executive Board, taking into account the

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decision-making authority of the full Supervisory Board regarding the compensation of the members of the Executive Board;

- b) the representation of the Company vis-à-vis members of the Executive Board pursuant to Section 112 of the German Stock Corporation Act (AktG);
 - c) the consent to transactions with a value of more than EUR 5,000 between the Company or an affiliated company on the one hand and a member of the Executive Board or persons or companies related to a member of the Executive Board on the other hand;
 - d) consent to other activities of a member of the Executive Board pursuant to Art. 88 of the German Stock Corporation Act (AktG) and consent to other sideline activities, in particular the exercise of supervisory board mandates and mandates in comparable supervisory bodies of business enterprises outside the Group;
 - e) the granting of loans to the group of persons specified in Sections 89 and 115 of the German Stock Corporation Act (AktG), and;
 - f) consent to contracts with members of the Supervisory Board pursuant to Section 114 of the German Stock Corporation Act (AktG).
- (4) The Executive Committee regularly discusses long-term succession planning for the Executive Board. In doing so, it takes into account the Company's management planning.
- (5) Members of the Executive Board shall disclose any personal conflicts of interest to the Chairperson of the General Committee. The Chairperson shall inform the members of the Executive Committee.
- (6) Minutes shall be taken of each meeting of the Executive Committee. Minutes of meetings at which matters referred to in paragraphs 3(a) to (f) and 4 above were discussed shall not be distributed to the members of the Committee. The original shall remain with the committee Chairperson and may be inspected by the committee members at the committee Chairperson's office.

§ 10

Audit Committee

- (1) The Audit Committee shall consist of three members. The Audit Committee must include at least one member of the Supervisory Board with expertise in the field of accounting and at least one other member with expertise in the field of auditing; the members as a whole must be familiar with the sector in which the Company operates. In addition to representatives of the shareholders, the audit committee should also include a representative of the employees. Otherwise, with regard to the composition and qualifications of the members, the respective legal requirements (including applicable bylaws and similar rules and regulations of securities exchanges) shall be observed as a matter of priority, where applicable.
- (2) The Audit Committee monitors the financial reporting process. It may make recommendations or proposals to ensure the integrity of the accounting process. The Audit Committee shall prepare the decisions of the Supervisory Board on the audit and, if necessary, adoption of the annual financial statements and the approval of the consolidated financial statements as well as on the resolution proposal of the Executive Board on the appropriation of profits. For this purpose, it is responsible for a preliminary examination of the annual financial statements, the consolidated financial statements, the management report and Group management report and the proposal for the appropriation of profits. The auditors participate in these discussions of the Audit Committee. The Audit Committee discusses the audit reports with the auditors and their findings and makes recommendations to the Supervisory Board in this respect.
- (3) The Audit Committee prepares a recommendation with regard to the Supervisory Board's proposal to the Annual General Meeting on the election of the auditors (for the annual financial statements and consolidated financial statements and, where appropriate, for the half-yearly and quarterly financial statements). Following the resolution by the Annual General Meeting, it issues the audit engagement to the auditors. The Audit Committee agrees the fees with the auditors - taking into account the statutory requirements on auditing fees - and determines the focal points of the audit.

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- (4) The Audit Committee shall monitor the audit of the financial statements, including the quality of the audit. The Audit Committee shall discuss with the auditor the audit risk assessment, the audit strategy and audit planning, and the audit results. The Chairperson of the Audit Committee shall regularly discuss the progress of the audit with the auditor and report thereon to the committee. The Audit Committee shall take appropriate measures to determine and monitor the independence of the auditor and to monitor the additional services provided by the auditor. Before submitting the proposal for election in accordance with § 10 (3) of these bylaws, the Audit Committee obtains a statement from the proposed auditor that the legal independence requirements are met. The Audit Committee shall discuss with the auditor the threats to the auditor's independence and the safeguards applied to mitigate such threats. Assignments to the auditor or companies with which the auditor is legally, economically or personally affiliated may only be issued insofar as they do not involve prohibited non-audit services and further require the prior approval of the Audit Committee, which shall duly assess the threats to independence and the safeguards applied. The Audit Committee may issue guidelines in this regard.
- (5) In addition, the Audit Committee supports the Supervisory Board in monitoring the management of the Company and, in this context, deals in particular with the effectiveness of the internal control system, the risk management system and the internal auditing system, as well as compliance issues.
- (6) For the purpose of the supervisory duties assigned to it, the Audit Committee may exercise the special inspection and audit rights to which the Supervisory Board is entitled pursuant to Section 111 (2) of the German Stock Corporation Act (AktG).
- (7) Each member of the Audit Committee may, via the Chairperson of the Audit Committee, obtain information directly from the heads of those corporate departments of the Company who are responsible within the Company for tasks relating to the Audit Committee. The Chairperson of the Committee shall inform all members of the Audit Committee of the information obtained. If information is obtained, the Executive Board must be informed immediately.

§ 11

**Mediation Committee pursuant to Section 27 (3) of the Co-Determination Act
(MitbestG)**

Immediately after the election of the Chairperson and his/her Deputy, the Supervisory Board shall, in accordance with Section 27 (3) of the Co-Determination Act, form a committee to perform the duties specified in Section 31 (3) sentence 1 of the Co-Determination Act, comprising the Chairperson, his/her Deputy and two further members, one of whom shall be elected by the Supervisory Board members representing the employees and one by the Supervisory Board members representing the shareholders by a majority of the votes cast. The Chairperson of this committee is the Chairperson of the Supervisory Board.

§ 12

Nomination Committee

- (1) The Nomination Committee shall consist of two members representing the shareholders.
- (2) The Nomination Committee is responsible for proposing suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting for the shareholder representatives on the Supervisory Board.

§ 13

Entry into force

These bylaws shall enter into force on July 27, 2022. The provisions of these bylaws shall apply only insofar as they do not conflict with the version of the Articles of Association in force at the time.