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Press release

RAG-STIFTUNG ANNOUNCES THE SUCCESSFUL PLACEMENT OF EUR 500 MILLION NEW BONDS EXCHANGEABLE INTO SHARES OF EVONIK INDUSTRIES AG AND THE RESULTS OF THE REPURCHASE OF THE OUTSTANDING EXCHANGEABLE BONDS DUE 2021 (ISIN: DE000A14J3R2)

Essen, 10 June 2020. RAG-Stiftung (the "**Issuer**") announces the successful completion of:

- The offering of new senior and unsecured bonds exchangeable into existing ordinary registered shares of Evonik Industries AG ("**Evonik**") in an aggregate principal amount of EUR 500 million, maturing in June 2026 (the "**New Bonds**")
- The invitation to holders of the outstanding non-interest bearing senior, unsecured exchangeable bonds due 2021 (ISIN: DE000A14J3R2) in an outstanding aggregate principal amount of EUR 450 million (the "**Outstanding Bonds**") to sell any and all Outstanding Bonds for cash (the "**Invitation to Sell**")

New Bonds

The New Bonds will have an aggregate principal amount of EUR 500 million and will be exchangeable into existing ordinary registered shares (the "**Shares**") of Evonik.

The New Bonds will bear no interest and will be issued at 100.25% of their principal amount, implying a yield to maturity of minus 0.04% per annum. Unless previously exchanged, redeemed or purchased and cancelled, the New Bonds will be redeemed at par on the maturity date, which is expected to be on 17 June 2026.

The initial exchange price for the New Bonds will be EUR 28.86 per Share, representing a premium of 20.0% above the reference share price of EUR 24.0494.

The Issuer will have the option to redeem the New Bonds at their principal amount in accordance with the terms and conditions of the New Bonds at any time (i) on or after 8 July 2024 if the price of the Shares is equal to or exceeds 130% of the then applicable exchange price over a certain period or (ii) in the case of an all cash offer for the underlying Shares during a certain period following the completion of such all cash offer or (iii) if 15% or less of the aggregate principal amount of the New Bonds originally issued remains outstanding.

The settlement is expected to take place on or around 17 June 2020.

In the context of the transaction, the Issuer has committed to a lock-up of 90 days in respect of the Shares, subject to customary exceptions.

It is intended that an application will be made for the New Bonds to be admitted to trading on the Open Market (*Freiverkehr*) segment of the Frankfurt Stock Exchange.

Goldman Sachs, J.P. Morgan and UBS acted as Joint Bookrunners for the offering of the New Bonds.

Invitation to Sell

Concurrently with the offering of the New Bonds, the Issuer successfully completed the repurchase of the Outstanding Bonds pursuant to the Invitation to Sell.

As at the close of the bookbuilding process, the Issuer has agreed to purchase Outstanding Bonds representing EUR 363.8 million in aggregate principal amount (approximately 80.8% of the outstanding principal amount).

Following the completion of the repurchase, an aggregate nominal amount of EUR 86.2 million will remain outstanding.

The fixed purchase price per EUR 100,000 principal amount of the Outstanding Bonds will be EUR 100,000.

Settlement of the Invitation to Sell is expected to occur on or around 17 June 2020.

Goldman Sachs, J.P. Morgan and UBS acted as Joint Dealer Managers on the Invitation to Sell.

Dr. Jürgen-Johann Rupp: *"The successful placement of the exchangeable bonds in the current turbulent market environment demonstrates Evonik's attractiveness for investors and their trust in the quality of the RAG-Stiftung. We remain convinced of Evonik's strength and strategy and through the issuance of the new exchangeable bonds and simultaneous repurchase of the exchangeable bonds due 2021 have reinforced the perception of RAG-Stiftung as an active capital markets participant."*

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This announcement and the offer, when made, in member states of the European Economic Area, are only addressed to and directed at persons who are "qualified investors" as defined in the Prospectus Regulation ("Qualified Investors"). For these purposes, the expression "Prospectus Regulation" means regulation (EU) 2017/1129.

If located in a relevant member state, each person who initially acquires any securities, and to the extent applicable any funds on behalf of which such person acquires such securities that are located in a relevant member state, or to whom any offer of securities may be made will be deemed to have represented, acknowledged and agreed that it is a Qualified Investor as defined above.

The New Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area. For these purposes, a "Retail Investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MIFID II") and (ii) a customer within the meaning of Directive 2002/92/EC ("IMD"), where that customer would not qualify as a professional client as defined in point (10) of article 4(1) of MIFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the New Bonds or otherwise making them available to retail investors in the European Economic Area or the United Kingdom has been prepared and

therefore offering or selling the New Bonds or otherwise making them available to any retail investor in the European Economic Area or the United Kingdom may be unlawful under the PRIIPs Regulation.

In the United Kingdom, this announcement is directed only at, Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) who fall within Article 49(2)(a) to (d) of the Order, or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the European Economic Area other than the United Kingdom, by persons who are not Qualified Investors.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect RAG-Stiftung's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to its business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

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No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

The date of admission of the New Bonds to trading may be influenced by things such as market conditions. There is no guarantee that admission will occur and you should not base your financial decisions on RAG-Stiftung's intentions in relation to admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the exchangeable bond offering. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the exchangeable bonds offering for the person concerned.

About the RAG-Stiftung

The RAG-Stiftung is a private foundation that was established in 2007. At the beginning of 2019, the RAG-Stiftung took over the responsibility for financing the perpetual obligations of the German hard coal mining industry in the Ruhr and Saar regions and in Ibbenbüren. In addition, the RAG-Stiftung supports numerous

projects in the areas of education, science and culture in order to promote progress in the former mining regions. Further information on the RAG-Stiftung is available at: www.rag-stiftung.de