

**LANXESS Aktiengesellschaft  
Annual Stockholders' Meeting on August 27, 2020  
as a Virtual Stockholders' Meeting**

**Explanations on the Rights of Stockholders  
pursuant to Section 122 Para. 2, Section 126 Para. 1, Section 127, Section 131  
Para. 1 German Stock Corporation Act (hereafter AktG),  
Art. 2 Section 1 Para. 2 COVID-19 Act**

According to Section 1 Para. 2 of the Act on Measures in the Law of Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID 19 Pandemic (COVID-19 Act), published as Art. 2 of the German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law of March 27, 2020 in the Federal Law Gazette Part I of March 27, 2020, the Board of Management, with the consent of the Supervisory Board, has decided that this year's Annual Stockholders' Meeting will be held as a virtual Annual Stockholders' Meeting without the physical presence of the Stockholders or their authorized representatives. The holding of the Annual Stockholders' Meeting as a virtual Annual Stockholders' Meeting leads to modifications in the procedures of the Annual Stockholders' Meeting and the rights of the Stockholders. The notice convening the Annual Stockholders' Meeting contains information on the rights of the Stockholders. The following information serves as a further explanation.

**1. Minority amendments to the agenda in accordance with Section 122 Para. 2 AktG**

Stockholders whose total shares together amount to one-twentieth of the capital stock or a prorated amount of EUR 500,000 may demand that items are added to the agenda and announced. Each new item must be accompanied by a justification or proposal.

Any motions shall be sent in writing to the Company's Board of Management. We request that proposals are sent to the following address:

To the Board of Management of  
LANXESS Aktiengesellschaft  
Legal & Compliance Department  
Kennedyplatz 1  
50569 Cologne

It must be received by the Company no later than 30 days prior to the Meeting, whereby the day of receipt and the day of the Annual Stockholders' Meeting are excluded. The last possible date of receipt is therefore Monday, July 27, 2020, 24:00 hours (CEST). Any motions for amendments received after such day shall not be considered.

A motion for amendments will only be considered if the applicants prove that they have owned the aforementioned minimum number of shares for no less than 90 days prior to the request being received, and that they have held the minimum shareholding up until and including the decision of the Board of Management on the motion for amendments. For this purpose, a confirmation issued by the custodian bank is considered sufficient evidence. Section 121 Para. 7 AktG shall apply mutatis mutandis to the calculation of the time period. The day of receipt of the motion shall not be included in the calculation. A rescheduling from a Sunday, a Saturday or a public holiday to a preceding or subsequent business day shall not take place. Sections 187 to 193 of the German Civil Code (BGB) shall not apply accordingly. Section 70 AktG must be complied with in calculating the minimum duration of ownership. Under the circumstances specified therein, economic ownership shall be deemed equal to legal ownership.

Agenda amendments to be announced will be published – if not already done so by way of the notice of the Annual Stockholders' Meeting – immediately upon receipt of the request in the Federal Gazette and forwarded to media deemed capable of publishing the information throughout the European Union. In addition, the amendments will be announced at *asm.lanxess.com* and conveyed to the Stockholders in accordance with Section 125 Para. 1 Sentence 3 AktG.

## **2. Motions and voting nominations by Stockholders in accordance with Section 126 Para. 1 and Section 127 AktG**

At the virtual Annual Stockholders' Meeting the rights of Stockholders to submit motions and proposals on agenda items and to make proposals on the appointment of Supervisory Board members and annual auditors are excluded in accordance with the legal concept of the COVID-19 Act. Corresponding countermotions and nominations will therefore not be put to the vote in the virtual Annual Stockholders' Meeting and will not be dealt with in any other way.

Nevertheless, the Stockholders will be given the opportunity, in analogous application of Sections 126, 127 AktG, to send countermotions and nominations ahead of the Annual Stockholders' Meeting in accordance with the remarks below.

Countermotions which include reasons against a proposal by the Board of Management and/or the Supervisory Board regarding a particular agenda item and

proposals from Stockholders on the appointment of annual auditors are to be sent to the following address exclusively. Countermotions and nominations sent to another addresses will not be considered.

LANXESS Aktiengesellschaft  
Legal & Compliance Department  
Kennedyplatz 1  
50569 Cologne

Fax: +49 (0)221 8885-4806  
email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Countermotions and appointment proposals received at the latest 14 days before the Annual Stockholders' Meeting (not counting the date of receipt and the day of the Annual Stockholders' Meeting, i.e. by Wednesday, August 12, 2020, 24:00 hours (CEST)) at the aforementioned address with evidence of qualification as a Stockholder will, insofar as these are to be made available to the other Stockholders, be published immediately on the Internet at [asm.lanxess.com](http://asm.lanxess.com). Any potential position statements by the administration will also be published at the stated Internet address.

According to Section 126 Para. 2 AktG the Company need not publicize a counter-motion and its justification if

1. the Board of Management would by way of such communication commit a criminal offence;
2. the counter-motion would lead to a resolution at the Annual Stockholders' Meeting that would be illegal or violate the articles;
3. the justification contains statements that are clearly false or misleading or if they are defamatory;
4. a counter-motion from the Stockholder based on the same facts was already communicated at the Stockholders' Meeting in accordance with Section 125 AktG;
5. the same counter-motion of the Stockholder based on essentially the same justification has already been communicated within the last five years at a minimum of two Stockholders' Meetings in accordance with Section 125 AktG and at the Stockholders' Meeting less than one-twentieth of the share capital represented voted in favor of the motion;
6. the Stockholder indicates that he/she will neither attend nor be represented at the Annual Stockholders' Meeting; or
7. within the last two years at two Annual Stockholders' Meetings the Stockholder has failed to make a counter-motion or have a counter-motion made on his/her behalf.

Justifications for counter-motions do not need to be publicized if they exceed 5,000 characters.

For circumstances under which motions and nominations do not need to be made available the above applies correspondingly. Election proposals do not need to be accompanied by a justification. Election proposals of stockholders for the election of annual auditors do not need to be made available if they do not include the name, the current occupation and the place of residence of a proposed person, or if they do not include with regard to a proposed auditing firm name and seat of such firm.

If several Stockholders make counter-motions for resolutions on the same matter, or if they make the same nominations, the Board of Management can combine the counter-motions or nominations and their respective justifications.

### **3. Opportunity to submit questions in accordance with Section 1 Para. 2 Sentence 1 No. 3, Sentence 2 of Article 2 of the COVID-19 Act**

According to Section 1 Para. 2 Sentence 1 No. 3, Sentence 2 of the COVID-19 Act Stockholders who are duly registered or their authorized representatives have the opportunity to submit questions to the Company in advance by means of electronic communication. Stockholders have no right to request information in accordance with Section 131 Para. 1 AktG during the virtual Annual Stockholders' Meeting.

Stockholders who are duly registered or their authorized representatives can submit their questions exclusively by means of electronic communication via the InvestorPortal at *asm.lanxess.com*. Questions may be submitted via the InvestorPortal after due registration for the virtual Annual Stockholders' Meeting until two days prior to the virtual Annual Stockholders' Meeting, i.e. until Monday, August 24, 2020, 24:00 hours (CEST). No questions can be submitted or posed thereafter or during the Annual Stockholders' Meeting. Stockholders' are requested to submit their questions as early as possible. Any other form of transmission of the questions, such as by email or in writing, is excluded.

The questions must be submitted in the German language. Questions in foreign languages will not be considered.

Questions of the Stockholders or their authorized representatives shall relate to matters concerning the Company, including its legal and business relationships with affiliated enterprises and the financial situation of the group and the enterprises included in the consolidated financial statements if this is required for a proper assessment of an agenda item.

The Board of Management decides at its duty-bound, free discretion which questions it answers and how to respond to them. In particular, the Board of Management is not obliged to respond to all questions. Instead, it can consolidate questions and select useful questions in the interests of the other Stockholders. It can give preference to Stockholders' associations and institutional investors with significant voting shares.

The Board of Management reserves the right to name the questioner by first name and

surname when answering questions, provided that the Stockholder or its authorized representative has not objected to this. More information on data privacy can be found on the website of LANXESS Aktiengesellschaft at [asm.lanxess.com/data\\_protection\\_information\\_for\\_shareholders](http://asm.lanxess.com/data_protection_information_for_shareholders).