

**LANXESS Aktiengesellschaft
Annual Stockholders' Meeting on May 25, 2022
as a Virtual Stockholders' Meeting**

**Explanations on the Rights of Stockholders
pursuant to Section 122 Para. 2, Section 126 Para. 1, Section 127 German Stock
Corporation Act (hereafter AktG),
Section 1 Para. 2 Sentences 1, 2 and 3 COVID-19-Act**

According to Art. 2 Section 1 Para. 2 and 6 of the Act on Measures in the Law of Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID 19 Pandemic, 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 (last modified by Art. 15 of the German Act for the Establishment of the 2021 Reconstruction Aid Fund and the Temporary Suspension of the Insolvency Filing Obligation Due to Heavy Rainfall and Floods in July 2021 and the Amendment of Other Laws of September 10, 2021) (hereinafter COVID-19-Act), 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 motions for addendum to the agenda under Section 122 Para. 2 AktG

Stockholders whose total shares together amount to one-twentieth of the capital stock or a prorated amount of EUR 500,000.00 (the latter corresponds to 500,000 shares) 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

The request 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 Sunday, April 24, 2022, 24:00 (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.

The proof of stock ownership may be either provided in text form via the last intermediary in German or English or via the last intermediary under the requirements of Section 67c Para. 3 AktG in conjunction with Art. 5 of Implementing Regulation (EU) 2018/1212. The "last intermediary" as listed above is the person who keeps custody of the shares in a company as intermediary on behalf of a shareholder. An "intermediary" is someone who performs services for custody or administration of securities or the management of safekeeping accounts for stockholders or other persons if the services relate to shares of a company with a registered office in a member country of the European Union or another member country of the Agreement on the European Economic Area.

Section 121 Para. 7 AktG shall apply *mutatis mutandis* to the calculation of the time period. According to this, in the case of deadlines and dates calculated back from the meeting, the day of the meeting is not included. 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. The date of receipt of the request shall also not be included. 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.

Proposals for resolutions enclosed to agenda amendments that are to be taken into

account hereunder shall be deemed to have been submitted at the virtual stockholders' meeting if the stockholder submitting the request has registered for the stockholders' meeting and has provided evidence of his stockholding.

2. Motions and voting nominations by Stockholders in accordance with Section 126 Para. 1 and Section 127 AktG, Section 1 Para. 2 Sentence 3 Covid-19-Act

Stockholders can submit motions, including the reason, against the proposals of the Board of Management and/or Supervisory Board on a particular agenda item and nominate auditors for election (agenda item 5) and nominate Supervisory Board members for election (agenda item 7). With regard to agenda item 6 (Resolution on the approval of the compensation report for the fiscal year 2021), no motions may be made against the proposal of the Board of Management and Supervisory Board.

Such motions and nominations must be sent to the address below and must be received there at least 14 days before the Annual Stockholders' Meeting, i.e., no later than Tuesday, May 10, 2022, 24:00 (CEST) (date of receipt decisive):

LANXESS Aktiengesellschaft
Legal & Compliance Department
Kennedyplatz 1
50569 Cologne

Fax: +49 (0)221 8885-4806
email: hv2022@lanxess.com

Motions and nominations received by the deadline at the above address with proof of stock ownership will be published online immediately at asm.lanxess.com if they must be made available to other stockholders. Any potential position statements by the administration will also be published at the stated Internet address. Motions and nominations sent to other addresses or after the deadline will not be counted.

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 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 behalf.

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

For circumstances under which nominations and its justification 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. Election proposals of stockholders for the election of Supervisory Board members do not need to be made available if they do not include information on the candidates' membership in other Supervisory Boards mandated by the law. Information on the candidates' membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

Motions and nominations that must be made available will be considered as submitted to the Annual Stockholders' Meeting if the stockholder submitting the motion or nomination is registered for the Annual Stockholders' Meeting and has submitted proof of their stock ownership. This is without prejudice to the meeting chair's right to have votes cast on the administrations' proposals first. Voting rights on counter-motions or nominations can be exercised only via the InvestorPortal.

3. Right to submit questions under Section 1 Para. 2 Sentence 1 No. 3, Sentence 2 Covid-19-Act

Stockholders do not have a right of information under Section 131 Para. 1 AktG during the virtual Annual Stockholders' Meeting. However, according to Section 1 Para. 2 Sentence 1 No. 3, Sentence 2 Covid-19-Act stockholders who are registered and have submitted proof of their stock ownership or their representatives have the right to submit questions to the company in advance by no later than one day before the virtual Annual Stockholders' Meeting, i.e., no later than Monday, May 23, 2022, 24:00 (CEST) via electronic communications.

To do so, see asm.lanxess.com for the InvestorPortal. No other form of transmission, e.g. via email or in writing, is permitted. After this date and during this Annual Stockholders' Meeting, no questions can be submitted or asked. Stockholders' are requested to submit their questions as early as possible.

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

The Board of Management will decide at its own discretion how to answer the questions submitted (Section 1 Para. 2 Sentence 2 Covid-19-Act). The answers will be given pursuant to the content requirements of Section 131 AktG. Questions and answers should be grouped by topic if possible. While questions are being answered, the Board of Management reserves the right to give the name of the stockholder or proxy if the stockholder or proxy has consented. More information on data privacy can be found on the website of LANXESS Aktiengesellschaft at asm.lanxess.com.