

STOCKHOLDERS' MEETING

Invitation

We hereby give notice of the **Annual Stockholders' Meeting** of LANXESS Aktiengesellschaft, seated in Cologne, **to be held on Thursday, August 27, 2020, at 10:00 a.m. CEST.**

With the consent of the Company's Supervisory Board, the Annual Stockholders' Meeting will take place as a virtual Annual Stockholders' Meeting without the physical presence of the Stockholders or their authorized representatives on the basis of the German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law of March 27, 2020 (COVID-19 Act).

The location of the Annual Stockholders' Meeting within the meaning of the German Stock Corporation Act (AktG) will be the business premises at the Company's registered office at Kennedyplatz 1, 50569 Cologne. The Stockholders and their authorized representatives (excluding company-nominated proxies) have no right and no option to physically attend at the location of the Annual Stockholders' Meeting. The entire Annual Stockholders' Meeting will be broadcast for registered Stockholders or their authorized representatives in a live video and audio stream in the InvestorPortal on the Company's website at *asm.lanxess.com*. Stockholders can exercise their voting rights exclusively by way of postal vote or by granting authorization to the proxies nominated by the Company. The Stockholders are asked to pay particular attention to the "Conduct of the Annual Stockholders' Meeting as a virtual Annual Stockholders' Meeting" (see section II.1).

I. Agenda

1. Presentation of the adopted annual financial statement and the approved consolidated financial statement for the fiscal year ended December 31, 2019, together with the combined management report for LANXESS Aktiengesellschaft and for the Group, including the explanatory report on the information pursuant to Section 289a Para. 1 as well as Section 315a Para. 1 of the German Commercial Code (HGB), and the report of the Supervisory Board for the fiscal year 2019

The Supervisory Board has approved the annual financial statement and the consolidated financial statement prepared by the Board of Management. The annual financial statement thus has been adopted pursuant to Section 172 Sentence 1 AktG. Accordingly, there will be no adoption of a resolution by the Annual Stockholders' Meeting.

2. Adoption of a resolution regarding the appropriation of the balance sheet profits

The Board of Management and the Supervisory Board propose that the net retained profits of EUR 279,358,454.56 for the fiscal year 2019 shall be used as follows:

– Distribution of a dividend of EUR 0.95	
per dividend-bearing no-par value share	EUR 82,028,987.85,
– Profit carried forward	EUR 197,329,466.71,
Total net retained profits	EUR 279,358,454.56.

The stated amounts available for dividend payouts and profit carried forward were based on the dividend-bearing no-par value shares (86,346,303) existing when the Board of Management and the Supervisory Board proposed the resolution. The Company held 1,101,549 own shares at this date, which are not eligible for dividends. The Company acquired the own shares in the period from March 12, 2020, to April 6, 2020, as part of the share buy-back program resolved on March 10, 2020. Because of the coronavirus pandemic, the share buy-back program was indefinitely suspended on April 6, 2020, with immediate effect.

If the number of dividend-bearing no-par value shares changes by the date of the Annual Stockholders' Meeting, the following resolution, adapted to this change, will be proposed to the Annual Stockholders' Meeting: The dividend amount per dividend-bearing no-par value share of EUR 0.95 remains unchanged. Insofar as the number of dividend-bearing no-par value shares and therefore the sum of dividends increases, the amount of profit carried forward shall decrease accordingly. Insofar as the number of dividend-bearing shares and therefore the sum of dividends decreases, the amount of profit carried forward shall increase accordingly.

According to Section 58 Para. 4 Sentence 2 AktG, the claim to the dividend is due on the third business day following the resolution of the Annual Stockholders' Meeting, i.e. on Tuesday, September 1, 2020, which is when it will be paid out.

3. Adoption of a resolution on the ratification of the actions of the members of the Board of Management

The Board of Management and the Supervisory Board propose that formal approval be given for the actions of the members of the Board of Management in office during the fiscal year 2019 with respect to that fiscal year.

The intention is to have the Annual Stockholders' Meeting vote on the ratification of the actions of the members of the Board of Management by way of a ratification of individual members.

4. Adoption of a resolution on the ratification of the actions of the members of the Supervisory Board

The Board of Management and the Supervisory Board propose that formal approval be given for the actions of the members of the Supervisory Board in office during the fiscal year 2019 with respect to that fiscal year.

The intention is to have the Annual Stockholders' Meeting vote on the ratification of the actions of the members of the Supervisory Board by way of a ratification of individual members.

5. Appointment of the auditor

Upon recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be elected as auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2020.

The Audit Committee has stated that its recommendation pursuant to the requirements in Article 16 Para. 2 and Para. 6 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014, is free from improper influence by a third party and no clause has in particular been imposed upon it that restricts its choice to certain statutory auditors.

6. Election to the Supervisory Board

The terms of office of the following Supervisory Board members elected by the Annual Stockholders' Meeting on May 13, 2015, will end at the end of the Annual Stockholders' Meeting on Thursday,

August 27, 2020: Dr. Matthias L. Wolfgruber (Chairman of the Supervisory Board), Dr. Friedrich Janssen, Mr. Lawrence A. Rosen and Mr. Theo H. Walthie. Dr. Matthias L. Wolfgruber and Mr. Lawrence A. Rosen are available for re-election for four years. As he has been a member of the Supervisory Board since 2010, however, Mr. Theo H. Walthie is only making himself available for re-election for a further two years. Dr. Friedrich Janssen is no longer a candidate.

In accordance with Sections 96 Para. 1 and 2, 101 Para. 1 AktG, Sections 1 Para. 1, 7 Para. 1 Sentence 1 No. 1, Para. 2 No. 1 and Para. 3 of the German Codetermination Act and Article 8 Para. 1 of the Articles of Association, the Supervisory Board of LANXESS Aktiengesellschaft comprises six members elected by the Stockholders and six members elected by the employees and at least 30% women and at least 30% men. The scheduled election of the employee representatives to the Supervisory Board currently taking place is expected to be completed before the Annual Stockholders' Meeting.

As the Stockholder representatives raised an objection against overall fulfilment in accordance with Section 96 Para. 2 Sentence 3 AktG ahead of the employee elections to the Supervisory Board in 2019, the minimum percentage is to be complied with separately by the Stockholder representatives and employee representatives. Of the six Stockholder representatives on the Supervisory Board, therefore, at least two must be women and at least two must be men. At the time of the notice convening the Annual Stockholders' Meeting, there are two female Stockholder representatives on the Supervisory Board. The minimum percentage for separate compliance in accordance with Section 96 Para. 2 Sentence 3 AktG is therefore currently complied with by the Stockholder and employee representatives. As a result of the minimum percentage requirement, at least two men must be elected to the Supervisory Board in the upcoming elections of Stockholder representatives.

The Supervisory Board proposes that

- a) **Dr. Matthias L. Wolfgruber**
Mühdorf a. Inn., Germany
Independent consultant
Chairman of the Supervisory Board of LANXESS AG

- b) **Mr. Lawrence A. Rosen**
Lighthouse Point, Florida, U.S.
Member of the Supervisory Boards of various commercial enterprises
Former member of the Board of Management of Deutsche Post AG

c) **Mr. Hans Van Bylen**

Edegem, Belgium

Independent consultant

Former Chairman of the Management Board of Henkel AG & Co. KGaA

each be elected to the Supervisory Board as Stockholder representatives with effect from the end of this Annual Stockholders' Meeting to the end of the Annual Stockholders' Meeting that resolves on the ratification of the actions of the members of the Supervisory Board for the fiscal year 2023.

The Supervisory Board proposes that

Mr. Theo H. Walthie

Pfäffikon, Switzerland

Independent consultant for the energy,

chemicals and biopharmaceutics sectors

be elected to the Supervisory Board as a Stockholder representative with effect from the end of this Annual Stockholders' Meeting to the end of the Annual Stockholders' Meeting that resolves on the ratification of the actions of the members of the Supervisory Board for the fiscal year 2021.

The Supervisory Board's nominations are based on the recommendations of the Supervisory Board's Nominations Committee. The intention is to carry out the elections to the Supervisory Board as a single election. If Dr. Matthias L. Wolfgruber is re-elected, the plan is to propose him to the new Supervisory Board as a candidate for Chairman.

The persons nominated for election to the Supervisory Board are members of other statutory supervisory boards at the companies listed under a) and members of comparable domestic and foreign controlling bodies at the commercial enterprises listed under b) (information in accordance with Section 125 AktG).

Dr. Matthias L. Wolfgruber

a) LANXESS Deutschland GmbH, Cologne (Chairman)

ALTANA AG, Wesel (Chairman)

Grillo Werke AG, Duisburg

b) ARDEX GmbH, Witten (Chairman of the Advisory Board)

Cabot Corporation, Boston, Massachusetts, U.S.

(listed on the stock exchange)

Mr. Lawrence A. Rosen

- a) LANXESS Deutschland GmbH, Cologne
- b) Qiagen N.V., Venlo, Netherlands (listed on the stock exchange)

Mr. Hans Van Bylen

- a) None
- b) Ontex Group NV, Erembodegem (Aalst), Belgium (Chairman)
(listed on the stock exchange)

Etex NV, Luchthaven Brussel Nationaal, Belgium
(listed on the stock exchange)

Mr. Theo H. Walthie

- a) LANXESS Deutschland GmbH, Cologne
- b) None

The Supervisory Board made sure that each of the candidates nominated for election can contribute the amount of time expected to be necessary. In the Supervisory Board's opinion, not all of the above offices held by Dr. Wolfgruber are comparable with membership in the Supervisory Board of a listed company outside the Group. Dr. Wolfgruber has also communicated that he will terminate two of the above offices outside the Group in the next 12 months at the latest.

Besides the fact that Dr. Matthias L. Wolfgruber, Mr. Lawrence A. Rosen and Mr. Theo H. Walthie are already members of the Supervisory Board of the Company and the Supervisory Board of its subsidiary LANXESS Deutschland GmbH, there are in the Supervisory Board's opinion no personal or business relationships as defined by the German Corporate Governance Code between the nominated candidates and LANXESS Aktiengesellschaft, its Group companies, the executive bodies of LANXESS Aktiengesellschaft or any Stockholder with a significant interest in LANXESS Aktiengesellschaft that would be relevant to the Annual Stockholders' Meeting's decision in the election.

In the Supervisory Board's opinion, the candidates nominated for election to the Supervisory Board are independent in accordance with the German Corporate Governance Code.

Copies of the résumés of each candidate with overviews of their significant activities besides the Supervisory Board mandate are printed in the appendix to this invitation.

7. Adoption of a resolution on the amendment to Article 12 of the Articles of Association (Remuneration for the Supervisory Board)

On May 23, 2019, the Annual Stockholders' Meeting resolved a revised version of Article 12 of the Articles of Association to convert Supervisory Board remuneration to fixed remuneration only. In line with the instruction of the Annual Stockholders' Meeting, this revised version of Article 12 of the Articles of Association has not yet been entered into the Commercial Register and is therefore not yet effective. The evaluation period used to determine the variable remuneration previously provided for in the Articles of Association will only end after this year's Annual Stockholders' Meeting. The current rules of Article 12 of the Articles of Association, which provide for fixed and variable remuneration of the Supervisory Board, therefore continue to apply until the date of this year's Annual Stockholders' Meeting. According to the resolution of the Annual Stockholders' Meeting of May 23, 2019, the new rules for purely fixed remuneration will apply to the period starting the day after the end of this year's Annual Stockholders' Meeting.

In deviation from the revised version of Article 12 of the Articles of Association resolved by the Annual Stockholders' Meeting last year, committee remuneration of EUR 10,000 a year for membership in the Nominations Committee and a meeting attendance fee are to be paid in the future in order to appropriately account for the increased significance of the Nominations Committee and the associated time commitment.

The Article 12 of the Articles of Association resolved by the Annual Stockholders' Meeting on May 23, 2019, which is worded as follows

“Article 12 Remuneration of the Supervisory Board

- (1) Each member of the Supervisory Board shall receive fixed annual remuneration of EURO 80,000 each (the “fixed remuneration”) for their services. The Chairman shall receive triple, his deputy one and a half times the fixed remuneration.
- (2) Members of the Supervisory Board who belong to a committee shall receive in addition one half of the fixed remuneration. The Chairman of the Audit Committee shall receive in addition another half of the fixed remuneration. Members of the Supervisory Board who chair a committee other than the Audit Committee shall receive in addition a quarter of the fixed remuneration. The committee to be set up pursuant to Section 27 Para. 3 Co-Determination Act (MitbestG) as well as the Nominations Committee shall not be considered committees in the sense of this Paragraph 2. In the context of the above policy, a member of the Supervisory Board shall receive a maximum totaling three times the fixed remuneration.

- (3) The fixed remuneration shall be payable four weeks after the end of the fiscal year. Members of the Supervisory Board who are on the Supervisory Board or a committee or who chaired a committee only during part of the fiscal year shall receive a fixed remuneration that is reduced on a prorated basis.
- (4) Each member of the Supervisory Board and its committees shall receive a meeting attendance fee of EURO 1,500 for each Supervisory Board meeting and committee meeting in which he participates. The committee to be set up pursuant to Section 27 Para. 3 MitbestG and the Nominations Committee shall not be considered committees in the sense of this Paragraph 4. The attendance fees due to the respective members of the Supervisory Board in a fiscal year shall be due together with the fixed remuneration payable for the fiscal year.
- (5) All compensation set forth in Paragraphs (1) to (4) is subject to the addition of sales tax in the amount owed by law by the Supervisory Board members.
- (6) The Company shall reimburse the members of the Supervisory Board for any out-of-pocket expenses incurred in connection with the exercise of their office, including any sales tax accrued on such reimbursement.
- (7) The Company may take out liability insurance for the benefit of the members of the Supervisory Board to cover any legal liability arising from their activity on the Supervisory Board."

is therefore to be amended accordingly in the new Paragraphs 2 and 4.

The Board of Management and the Supervisory Board therefore propose that the following resolution shall be adopted:

Paragraphs 2 and 4 of Article 12 of the Articles of Association in the version resolved by the Annual Stockholders' Meeting of May 23, 2019, are rewritten as follows:

- (2) Members of the Supervisory Board who belong to a committee other than the Nominations Committee shall receive in addition one half of the fixed remuneration. Members of the Supervisory Board who belong to the Nominations Committee shall receive in addition one eighth of the fixed remuneration. The Chairman of the Audit Committee shall receive in addition another half of the fixed remuneration. Members of the Supervisory Board who chair a committee other than the Audit Committee or the Nominations Committee shall receive in addition a quarter of the fixed remuneration. No additional remuneration shall be granted for membership in the committee to be set up pursuant to Sec-

tion 27 Para. 3 Co-Determination Act (MitbestG) or for chairing the Nominations Committee. In the context of the above policy, a member of the Supervisory Board shall receive a maximum totaling three times the fixed remuneration.

- (4) Each member of the Supervisory Board and its committees shall receive a meeting attendance fee of EURO 1,500 for each Supervisory Board meeting and committee meeting in which he participates. The committee to be set up pursuant to Section 27 Para. 3 MitbestG shall not be considered a committee in the sense of this Paragraph 4. The attendance fees due to the respective members of the Supervisory Board in a fiscal year shall be due together with the fixed remuneration payable for the fiscal year.

The above provisions are applicable for the first time from the beginning of the fiscal year 2020. The Board of Management is instructed to report the amendments to Article 12 Para. 2 and 4 of the Articles of Association for entry into the Commercial Register on the condition that they will not be entered until after the revised version of Article 12 of the Articles of Association resolved by the Annual Stockholders' Meeting on May 23, 2019, has been entered into the Commercial Register.

8. Adoption of a resolution on the amendment to Article 15 Para. 2 of the Articles of Association (Verification of Right to Attend)

The preconditions for attending the Annual Stockholders' Meeting and exercising voting rights have been amended by the Second Shareholder Rights Directive Implementation Act (ARUG II). According to the amended Section 123 Para. 4 Sentence 1 AktG, the verification of the last intermediary according to the newly introduced Section 67c Para. 3 AktG shall suffice in the future for attending the Annual Stockholders' Meeting or exercising voting rights in the case of bearer share of listed companies. According to Article 15 Para. 2 Sentence 2 and Sentence 3 of the Company's Articles of Association and in accordance with the provisions of the currently applicable version of Section 123 Para. 4 Sentence 1 AktG, verification of stock ownership from the depository institution in text form and in the German or English language is required for attendance at the Annual Stockholders' Meeting and the exercise of voting rights.

ARUG II entered into force on January 1, 2020. The amendments to Section 123 Para. 4 Sentence 1 AktG and the new Section 67c AktG will only apply from September 3, 2020, and for the first time to Annual Stockholders' Meetings convened after September 3, 2020. They will therefore be applicable before the Annual Stockholders' Meeting of the Company in 2021. In order to avoid potential contradictions between the provisions regarding verification for attending the Annual Stockholders' Meeting of the Company or exercising

voting rights in the Articles of Association and in law, the amendment of the Articles of Association shall be resolved now.

The Board of Management and the Supervisory Board therefore propose that the following resolution shall be adopted:

Article 15 Para. 2 of the Articles of Association, which is currently worded as follows:

“In addition, Stockholders shall demonstrate their eligibility to attend the Annual Stockholders’ Meeting and to exercise their voting right, by way of verification of their stock ownership by the depository bank or financial services institution, making reference to the start of the twenty-first day prior to the Meeting. Such evidence shall be provided in text form in German or English language. It must be received by the Company at the address specified for such purpose in the invitation no later than six days prior to the Annual Stockholders’ Meeting, not including the day of receipt.”

is rewritten as follows:

“In addition, Stockholders shall demonstrate their eligibility to attend the Annual Stockholders’ Meeting and to exercise their voting right, by way of verification of their stock ownership by the last intermediary in text form in German or English language. Verification of stock ownership by the last intermediary in accordance with the requirements of Section 67c Para. 3 AktG shall suffice. The verification must make reference to the start of the twenty-first day prior to the Meeting. It must be received by the Company at the address specified for such purpose in the invitation no later than six days prior to the Annual Stockholders’ Meeting, not including the day of receipt.”

II. Further information on the convening and conduct of the Annual Stockholders' Meeting

1. Conduct of the Annual Stockholders' Meeting as a virtual Annual Stockholders' Meeting

With the consent of the Company's Supervisory Board, the Annual Stockholders' Meeting will be held as a virtual Annual Stockholders' Meeting without the physical presence of the Stockholders or their authorized representatives in accordance with the COVID-19 Act.

Stockholders who are duly registered for the Annual Stockholders' Meeting or their authorized representatives are able to watch the entire Annual Stockholders' Meeting live via an electronic video and audio stream. Registered Stockholders can exercise their voting rights exclusively by way of postal vote or by granting authorization to the proxies nominated by the Company. Registered Stockholders or their authorized representatives will be given the opportunity to ask questions via electronic communication. Registered Stockholders or their authorized representatives who have exercised their voting right will be given the opportunity to object to a resolution of the Annual Stockholders' Meeting electronically. Further details on this are presented below.

2. Requirement for the participation in the virtual Annual Stockholders' Meeting and exercise of voting rights

Stockholders are entitled to attend – in person or via an authorized representative – the virtual Annual Stockholders' Meeting (i.e. to watch the Annual Stockholders' Meeting via an electronic video and audio stream) and to exercise voting rights provided that they have furnished proof of their right in form of a special verification of stock ownership issued in text form by the depositary institution and have registered with the Company in text form, in German or English language by Thursday, August 20, 2020, 24:00 hours (CEST) at the latest.

The verification of stock ownership must refer to the beginning of the 21st day prior to the Annual Stockholders' Meeting, i.e. Thursday, August 6, 2020, 00:00 hours (CEST) (evidence reference date), and must be drawn up in German or English language. Both verification of stock ownership and registration must be received by the Company no later than Thursday, August 20, 2020, 24:00 hours (CEST), at the following address:

**LANXESS Aktiengesellschaft
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main**

**email: wp.hv@db-is.com
Fax: + 49 (0)69 12012-86045**

The evidence reference date shall be authoritative for attendance and exercise and for the scope of voting rights in the virtual Annual Stockholders' Meeting. In relation to the Company, as regards participation in the virtual Annual Stockholders' Meeting and exercising voting rights, only a person having furnished such special verification of stock ownership as of the evidence reference date shall be considered a Stockholder. Changes in stock ownership after the evidence reference date shall be without relevance for the participation right and the scope of voting rights. Anyone who as of the evidence reference date has not yet held any shares and who has acquired their shares only after the evidence reference date, therefore shall not be entitled to attend or vote, unless they are appointed as authorized representatives or proxy. Stockholders who have duly registered and furnished special verification of stock ownership, shall continue to be entitled to attend and to vote to the extent of the demonstrated stock ownership if they sell all or part of their shares after the evidence reference date. The evidence reference date is of no importance for dividend rights.

Upon receipt of registration and verification of stock ownership, Stockholders entitled to attend or their authorized representatives shall be sent confirmations of registration for the virtual Annual Stockholders' Meeting. We ask Stockholders to ensure in a timely way that their registration and verification of stock ownership is sent by their depository institution in order to facilitate the organization of the virtual Annual Stockholders' Meeting.

3. Video and audio broadcast of the entire Annual Stockholders' Meeting

The entire Annual Stockholders' Meeting from 10:00 hours (CEST) on Thursday, August 27, 2020, will be broadcast for duly registered Stockholders of the Company and their authorized representatives in a live video and audio stream in the InvestorPortal on the Company's website at

asm.lanxess.com.

The necessary login details will be provided to the Stockholders with the registration confirmation.

Other interested parties can also watch the speech given by the Chairman of the Board of Management live online at asm.lanxess.com.

4. Voting by postal vote

Stockholders or their authorized representatives can exercise their voting right by postal vote.

Timely registration and correct verification of stock ownership (see section II. 2) are required in order to exercise the voting right by postal vote.

Postal votes can be submitted to the Company in writing and in text form, by fax or by email no later than Wednesday, August 26, 2020, 24:00 hours (CEST) (receipt decisive) at the following contact details:

**LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich**

Fax: +49 (0)89 309037-4675

Email: anmeldestelle@computershare.de

The postal vote form, which can be used for postal voting, is printed on the registration confirmation and is also available online at asm.lanxess.com.

Postal votes can also be submitted electronically in the Company's InvestorPortal on the Company's website at

asm.lanxess.com.

Postal voting via the InvestorPortal is also possible during the virtual Annual Stockholders' Meeting, but must be completed no later than the time stipulated by the chairman of the meeting in the course of the voting.

The revocation or amendment of submitted postal votes and the relationship between submitted postal votes and granting authorization (with instructions) to the company-nominated proxies are subject to the provisions of section II.7. Stockholders can find out more about postal voting from the explanations on the postal vote form or the website (asm.lanxess.com).

5. Procedure for voting by company-nominated proxies

Stockholders or their authorized representatives may authorize company-nominated proxies to exercise their voting right.

Timely registration and correct verification of stock ownership (see section II. 2) are also required in the case of authorization of company-nominated proxies.

If authorized, the proxies only exercise the voting right according to instructions. Such company-nominated proxies must be given authorization and instructions on how to exercise the voting rights with regard to each item on the agenda to be voted on. In the absence of explicit or clear instructions, proxies shall abstain from voting. It is not possible for company-nominated proxies to exercise certain participation rights (such as asking questions, proposing motions, submitting declarations, or objecting to resolutions of the Annual Stockholders' Meeting).

Authorization and instructions can be issued to the company-nominated proxies in writing, in text form, by fax or by email no later than Wednesday, August 26, 2020, 24:00 hours (CEST) (receipt decisive) at the following contact details:

**LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich**

**Fax: +49 (0)89 309037-4675
Email: anmeldestelle@computershare.de**

A form, which can be used to issue authorization and instructions, is printed on the registration confirmation and is also available online at asm.lanxess.com.

Authorizations and instructions for the company-nominated proxies can also be submitted electronically in the Company's InvestorPortal on the Company's website at

asm.lanxess.com.

Issuing authorizations and instructions via the InvestorPortal is also possible during the virtual Annual Stockholders' Meeting, but must be completed no later than the time stipulated by the chairman of the meeting in the course of the voting.

The revocation or amendment of authorization (with instructions) granted to the company-nominated proxies and the relationship between granting authorization (with instructions) to the company-nominated proxies and submitted postal votes are subject to the provisions of section II.7. Stockholders can find out more about granting authorization from the explanations on the proxy form or the website (asm.lanxess.com).

6. Exercise of stockholder rights by an authorized representative, procedure for voting by an authorized representative

Stockholders, once authorization is appropriately granted, can be represented in the exercise of their voting right and their other rights by an authorized representative – e.g. an intermediary, a voting rights advisor, a stockholders' association or other third party. Timely registration and correct verification of stock ownership (see section II. 2) are also required in the case of authorization of a third party.

Authorized representatives can only exercise the voting right for Stockholders they represent by way of postal vote or by granting (sub-)authorization to company-nominated proxies. For the authorized representative to use the Company's InvestorPortal, the authorizer must give the authorized representative the login details sent with the confirmation of registration for the virtual Annual Stockholders' Meeting, unless the login details were sent directly to the authorized representative.

Authorization can be granted via declaration to the authorized representative or to the Company.

Authorization, revocation of such proxy as well as evidence of authorization shall be provided to the Company in text form if no proxy is granted according to Section 135 AktG. If proxy is granted in accordance with Section 135 AktG (granting of proxy to intermediaries, voting rights advisors, stockholders' associations or professional agents), there is no text form requirement. However, the proxy statement must be verifiably recorded by the proxy. The proxy statement must furthermore be complete and may contain only statements related to exercising voting rights. In these cases, Stockholders are asked to check the form of proxy with the institutions or persons being authorized in due time.

Authorization can be granted to the Company in writing, in text form, by fax or by email no later than Wednesday, August 26, 2020, 24:00 hours (CEST) (receipt decisive) at the following contact details:

**LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich**

**Fax: +49 (0)89 309037-4675
Email: anmeldestelle@computershare.de**

The same applies for the verification of authorization granted to the authorized representative. A form, which can be used to issue authorization, is printed on the registration confirmation and is also available online at asm.lanxess.com.

Authorization can also be granted to the Company electronically in the Company's InvestorPortal on the Company's website at

asm.lanxess.com.

Issuing authorizations via the InvestorPortal is also possible during the virtual Annual Stockholders' Meeting, but must be completed no later than the commencement of voting. It is not possible to verify the authorization granted to the authorized representative online (InvestorPortal).

If a Stockholder authorizes more than one person, the Company can reject one or more of these persons. Stockholders can find out more about granting authorization from the explanations on the proxy form or the website (*asm.lanxess.com*).

7. Amendment and revocation of postal votes or authorizations granted and instructions issued, relationship of postal votes and further information on exercising voting rights

A revocation or amendment of postal votes submitted or authorizations granted and instructions issued can be made in writing, in text form, by fax or by email no later than Wednesday, August 26, 2020, 24:00 hours (CEST) (receipt decisive) at the following contact details:

**LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich**

**Fax: +49 (0)89 309037-4675
Email: anmeldestelle@computershare.de**

Revocation or amendment is also possible online (InvestorPortal, *asm.lanxess.com*) up until the time stipulated by the chairman of the meeting in the course of the voting.

If postal votes as well as authorization and instructions to company-nominated proxies are received for one and the same stock ownership, the postal votes are always given precedence; in such cases, the company-nominated proxies will not exercise the authorization granted to them or represent the shares in question. Furthermore, if differing declarations are received via different channels for one and the same stock ownership and it is not apparent which was submitted most recently, they are treated in the following order of precedence: 1. online (InvestorPortal), 2. by email, 3. by fax and 4. on paper.

Stockholders can find out more about this from the explanations on the postal vote form and the proxy form or the website (*asm.lanxess.com*).

8. 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. It is asked that proposals are sent to the following address:

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

Proposals 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. Section 121 Para. 7 AktG shall apply *mutatis mutandis* to the calculation of the time period. Section 70 AktG must be complied with in calculating the minimum duration of ownership.

Further information is available on the Company's website at asm.lanxess.com.

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

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. 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.

Counter motions 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 Supervisory Board members and annual auditors are to be sent to the following address exclusively and must be received at least 14 days before the Annual Stockholders' Meeting (not counting the date of receipt and the day of the Annual Stockholders' Meeting), i.e. no later than Wednesday, August 12, 2020, 24:00 hours (CEST):

**LANXESS Aktiengesellschaft
Legal & Compliance Department
Kennedyplatz 1
50569 Cologne**

**Fax: +49 (0)221 8885-4806
Email: anmeldestelle@computershare.de**

Counter motions and nominations received in due time 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*. Any potential position statements by the administration will also be published at the stated Internet address. Counter motions and nominations sent to other addresses or not received in due time will not be considered. However, such counter motions and nominations will not be submitted for a vote at the Annual Stockholders' Meeting and not otherwise discussed, in line with the concept of the COVID-19 Act. Further information, in particular about the circumstances in which counter motions and nominations do not have to be made available, can be found on the website of the Company at *asm.lanxess.com*.

10. 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

During the virtual Annual Stockholders' Meeting, Stockholders have no right to request information in accordance with Section 131 Para. 1 AktG. However, Stockholders who are duly registered or their authorized representatives have the opportunity to submit questions to the Company in advance until no later than two days before the virtual Annual Stockholders' Meeting, i.e. no later than Monday, August 24, 2020, 24:00 hours (CEST) by means of electronic communication in the German language. The InvestorPortal is available for this at *asm.lanxess.com*. No other form of submission is permitted. No questions can be submitted or posed thereafter or during the Annual Stockholders' Meeting.

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.

Further information is available on the Company's website at *asm.lanxess.com*.

11. Objection

Stockholders who have exercised their voting right can object to resolutions of the Annual Stockholders' Meeting by electronic means from the start to the end of the virtual Annual Stockholders' Meeting via the Company's InvestorPortal (*asm.lanxess.com*) for the record of the officiating notary, Section 1 Para. 2 No. 4 of Article 2 of the COVID-19 Act. The company-nominated proxies cannot object to resolutions of the Annual Stockholders' Meeting for the record of the officiating notary.

12. Total number of shares and voting rights

At the time of the notice convening the Annual Stockholders' Meeting, a total of 87,447,852 no-par value shares have been issued. Each issued share carries one voting right. At the time of the notice convening the Annual Stockholders' Meeting, the Company holds 1,101,549 own shares. The Company has no voting rights from these own shares.

13. Information on the Company's website and data privacy

In compliance with Section 124a AktG, this invitation to the Annual Stockholders' Meeting, the documents to be made available to the Annual Stockholders' Meeting, and other information in connection with the Annual Stockholders' Meeting are available on the Company's website at asm.lanxess.com. After the Annual Stockholders' Meeting, the results of the votes will be published on the Company's website at asm.lanxess.com. Information about data privacy for Stockholders can be found in the annex to this Notice of Meeting.

Cologne, July 2020

LANXESS Aktiengesellschaft
The Board of Management

Résumés of the candidates for the Supervisory Board

Dr. Matthias L. Wolfgruber

Born on January 24, 1954, in Anger, Germany

Nationality: German

Independent consultant

Chairman of the Supervisory Board of LANXESS AG since May 15, 2018

Member of the Supervisory Board of LANXESS AG since 2015 (appointed until 2020)

Dr. Wolfgruber has a doctorate in chemistry. He held a research scholarship at the University of California in Berkeley for one year.

Dr. Wolfgruber began his career in 1985 at Wacker-Chemie GmbH, holding several positions in Marketing, Manufacturing and Research & Development in Burghausen and Munich. Dr. Wolfgruber also spent many years at Wacker Silicones Corp. in the U.S., finally as President & CEO. In 2002, he joined the Management Board of ALTANA AG, Bad Homburg, while also chairing the Management Board of ALTANA Chemie AG in Wesel. From May 2007 to the end of December 2015, he was CEO of ALTANA AG in Wesel. In May 2020, Dr. Wolfgruber was appointed Chairman of the Supervisory Board of ALTANA AG.

Main activities in addition to the Supervisory Board appointment:

- Memberships in the following other statutory supervisory boards
 - ALTANA AG, Wesel (Chairman)
 - Grillo Werke AG, Duisburg
 - LANXESS Deutschland GmbH, Cologne (Chairman)

- Memberships in the following comparable domestic and foreign controlling bodies
 - ARDEX GmbH, Witten (Chairman of the Advisory Board)
 - Cabot Corporation, Boston, Massachusetts, U.S. (listed on the stock exchange)

Dr. Wolfgruber has communicated that he will terminate two of the above offices outside the Group in the next 12 months at the latest.

Lawrence A. Rosen

Born on December 8, 1957, in New York, U.S.

Nationality: American

Member of the Supervisory Boards of various commercial enterprises

Former member of the Board of Management of Deutsche Post AG

Member of the Supervisory Board of LANXESS AG since 2015 (appointed until 2020)

Mr. Rosen studied economics at the State University of New York and acquired an MBA at the University of Michigan.

Mr. Rosen began his career in 1981 at Republic Steel Corporation, U.S. After joining American Hoechst/Hoechst Celanese Inc. in 1984, he transferred to Hoechst AG in Frankfurt am Main in 1994. Following the merger of Hoechst AG with Rhône Poulenc, Mr. Rosen worked for Aventis S.A. for three years. In 2003, he joined the Management Board of Fresenius Medical Care AG & Co. KGaA. From 2009 to 2016, he was a member of the Board of Management of Deutsche Post AG.

Main activities in addition to the Supervisory Board appointment:

- Memberships in the following other statutory supervisory boards
 - LANXESS Deutschland GmbH, Cologne
- Memberships in the following comparable domestic and foreign controlling bodies
 - Qiagen N.V., Venlo, Netherlands (listed on the stock exchange)

Hans Van Bylen

Born on April 26, 1961, in Berchem, Belgium

Nationality: Belgian

Independent consultant

Former Chairman of the Management Board of Henkel AG & Co. KGaA

Former President of Verband der Chemischen Industrie e.V. (VCI)

Mr. Van Bylen studies business economics at the University of Antwerp in Belgium. He graduated with a Master in Business Economics and a Master in Business Administration. Mr. Van Bylen also completed various management programs (e.g. at Harvard Business School).

Mr. Van Bylen began his career in 1984 as Marketing and Sales Manager Benelux at Henkel. After focusing successfully on the business expansion in Europe, the Middle East, Africa and the U.S. in various management positions, Mr. Van Bylen became a member of Henkel's Management Board in 2005. For the next ten years, he served as Executive Vice President for the Beauty Care business. In May 2016, Mr. Van Bylen was appointed Chief Executive Officer of Henkel AG & Co. KGaA. He performed this role until his departure in December 2019. From September 2018 to March 2020, Mr. Van Bylen was President of Verband der Chemischen Industrie e.V. (VCI).

Main activities in addition to the Supervisory Board appointment:

- Memberships in the following other statutory supervisory boards
 - None
- Memberships in the following comparable domestic and foreign controlling bodies
 - Ontex Group NV, Erembodegem (Aalst), Belgium (Chairman) (listed on the stock exchange)
 - Etex NV, Luchthaven Brussel Nationaal, Belgium (listed on the stock exchange)

Theo H. Walthie

Born on September 30, 1947, in Gouda, Netherlands

Nationality: Dutch

Independent consultant for the energy, chemicals and biopharmaceutics sectors

Member of the Supervisory Board of LANXESS AG since May 2010 (appointed until 2020)

Mr. Walthie studied chemical engineering at Delft University of Technology, Netherlands.

From 1970, Mr. Walthie worked in various management positions at subsidiaries of the Dow Chemical Company. From 1995 to 2007, he was Global Business President for the Hydrocarbons & Energy Business. In this position, he was responsible for the entire business and its joint ventures with annual sales of around US\$ 30 billion worldwide, including purchasing, production, sales, financial reporting, R&D, legal and logistics.

Main activities in addition to the Supervisory Board appointment:

- Memberships in the following other statutory supervisory boards
 - LANXESS Deutschland GmbH, Cologne
- Memberships in the following comparable domestic and foreign controlling bodies
 - None

Information on data privacy for Stockholders

LANXESS Aktiengesellschaft, Kennedyplatz 1, 50569 Cologne, is the controller in charge of processing personal data of Stockholders (e.g. last and first names, address, email address, number of shares, share class, type of share ownership and number of registration confirmation) and if necessary any personal data of the stockholder representatives based on the applicable data privacy laws.

The processing of personal data of Stockholders and stockholder representatives is legally mandatory for the proper preparation and conduct of the virtual Annual Stockholders' Meeting, for the exercise of the Stockholders' voting rights and for watching the electronic livestream.

The legal basis for processing is Article 6 (1) Sentence 1 c) General Data Protection Regulation (GDPR) in conjunction with Sections 118 et seq. AktG in conjunction with Art. 2 Section 1 COVID-19 Act. In addition, data processing that is necessary for the organization of the virtual Annual Stockholders' Meeting can be performed on the basis of overriding legitimate interests (Art. 6 (1) Sentence 1 f) GDPR). LANXESS Aktiengesellschaft generally receives personal data from Stockholders via the registration office from the credit institutions that the Stockholders have hired to hold their shares (so-called custodian bank).

The providers mandated by LANXESS Aktiengesellschaft for the purposes of organizing the virtual Annual Stockholders' Meeting process the personal data of Stockholders and stockholder representatives only upon instruction of LANXESS Aktiengesellschaft and only to the extent necessary to perform the service commissioned. All employees of LANXESS Aktiengesellschaft and the employees of the providers mandated that have access to personal data of the Stockholders or stockholder representatives and/or process this data are obligated to treat this data as confidential. In addition, personal data of Stockholders or stockholder representatives who exercise their voting right is made available to other Stockholders and stockholder representatives (particularly the list of attendees under Section 129 AktG) in accordance with the law. This also applies to questions that Stockholders or stockholder representatives may have submitted in advance (Art. 2 Section 1 Para. 2 No. 3 COVID-19 Act) and in connection with a notice of stockholder motions for amendments to the agenda or of countermotions and nominations. In the context of responding to questions, the Board of Management reserves the right to disclose the name of the Stockholder or the stockholder representative if the Stockholder or the stockholder representative has not objected to this.

LANXESS Aktiengesellschaft will delete the personal data of the Stockholders and stockholder representatives in accordance with the law, particularly if the personal data is no longer needed for the original purposes of collection or processing, the data is no longer needed in relation to any administrative or legal proceedings, and there are no legal retention obligations.

In accordance with the law, the Stockholders and stockholder representatives have the right to obtain information about their personal data that was processed and to request the rectification or erasure of their personal data or limitation of processing. The Stockholders and stockholder representatives are also entitled to file a complaint with the supervisory authorities. If personal data is processed on the basis of Art. 6 (1) Sentence 1 f) GDPR, the Stockholders or stockholder representatives also have a right to object in accordance with the law.

For comments and questions on the processing of personal data, Stockholders and stockholder representatives may contact the data protection officer of LANXESS Aktiengesellschaft at:

LANXESS Aktiengesellschaft
Data Protection Officer
Kennedyplatz 1
50569 Cologne
email: datenschutz@lanxess.com

For more information on data privacy, Stockholders and stockholder representatives may consult the website of LANXESS Aktiengesellschaft at asm.lanxess.com/data_protection_information_for_shareholders.

LANXESS

Aktiengesellschaft
Kennedyplatz 1
50569 Cologne
Germany

Contact:
Investor Relations
Phone:
+49 (0) 221 8885-1035

You can find the Annual
Report on our website at:
[https://lanxess.com/en/
Investors/Publications/
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www.lanxess.com

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