

Invitation

to the Annual Stockholders' Meeting 2024

of LANXESS Aktiengesellschaft, with its registered
office in Cologne

2024

LANXESS Aktiengesellschaft

Cologne

WKN 547040
ISIN DE0005470405

We hereby give notice of the

Annual Stockholders' Meeting

of LANXESS Aktiengesellschaft, with its registered office in Cologne,

**to be held on Friday, May 24, 2024,
at 10:00 a.m. (CEST).**

The Annual Stockholders' Meeting will be held as a **virtual Annual Stockholders' Meeting without the physical presence of the stockholders or their authorized representatives** at the venue of the Annual Stockholders' Meeting. The venue of the Annual Stockholders' Meeting pursuant to the Stock Corporation Act (AktG) will be the company's registered office at Kennedyplatz 1, 50569 Cologne, Germany.

I. AGENDA

1. Presentation of the approved annual financial statement and the adopted consolidated financial statement for the year ended December 31, 2023, together with the consolidated management report for LANXESS Aktiengesellschaft and for the group of companies as well as presentation of the report of the Supervisory Board for the fiscal year 2023

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.

The documents for this agenda item can be found at the company's website

asm.lanxess.com

The manuscript of the Chairman of the Board of Management's speech on this agenda item will be published there one week before the 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 442,495,904.99 for the fiscal year 2023 shall be used as follows:

– Distribution of a dividend of EUR 0.10 per dividend-bearing no-par value share	EUR 8,634,630.30,
– Profit carried forward	EUR 433,861,274.69,
Total net retained profits	EUR 442,495,904.99,

The stated amounts available for dividends 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.

If the number of dividend-bearing no-par value shares changes before the date of the Annual Stockholders' Meeting, the following resolution, adapted to this change, will be proposed to the Annual Stockholders' Meeting: The dividend per dividend-bearing no-par value share of EUR 0.10 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.

The dividend will be paid out on Wednesday, May 29, 2024.

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 2023 with respect to that fiscal year.

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 2023 with respect to that fiscal year.

5. Resolution on the approval of the compensation report for the fiscal year 2023

The Board of Management and the Supervisory Board have prepared the compensation report pursuant to Section 162 AktG for fiscal year 2023. Pursuant to Section 162 Para. 3 AktG, the auditor of LANXESS Aktiengesellschaft has reviewed whether the disclosures pursuant to Section 162 Para. 1 and 2 AktG were made in the compensation report. In addition to the legal requirements, the content of the compensation report was also audited by the auditor. The compensation report prepared by the Board of Management and the Supervisory Board and the report of the auditor are reproduced in the annex to this agenda. In accordance with Section 120a Para. 4 AktG, the Annual Stockholders' Meeting resolved on the approval of the compensation report for the preceding fiscal year.

The Board of Management and Supervisory Board propose the approval of the compensation report for fiscal year 2023 reproduced in the annex to this agenda.

6. Elections to the Supervisory Board

The terms in office of Supervisory Board Chairman Dr. Matthias L. Wolfgruber and Supervisory Board members Hans van Bylen and Lawrence A. Rosen end at the close of the Annual Stockholders' Meeting on Friday, May 24, 2024. Dr. Matthias L. Wolfgruber is not standing for re-election. Hans van Bylen is available for re-election for four years, and Lawrence A. Rosen is available for re-election for three years. Dr. Hans-Joachim Müller is to be proposed for election as a new member of the Supervisory Board for a term of four years. The plan is to

propose the current Supervisory Board member representing the stockholders, Dr. Rainier van Roessel, to the new Supervisory Board as a candidate for the chairmanship of the Supervisory Board.

In accordance with Sections 96 Para. 1 and 2, 101 Para. 1 AktG, Section 1 Para. 1, 7 Para. 1 Sentence 1 No. 1, Para. 2 No. 1 and Para. 3 Sentence 1 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.

As an objection was raised against overall compliance in accordance with Section 96 Para. 2 Sentence 3 AktG, 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 complied with by the stockholder representatives, as well as by the employee representatives, and would still be complied with after the election of the candidates proposed below.

The Supervisory Board proposes that

Hans van Bylen, Edegem, Belgium,

self-employed consultant, former Chairman of the Management Board of Henkel AG & Co. KGaA,

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 2027.

The Supervisory Board proposes that

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,

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 2026.

The Supervisory Board proposes that

Dr. Hans-Joachim Müller, Breesen, Germany,

self-employed consultant, former Chief Executive Officer of Azelis Group N.V.,

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 2027.

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 individual elections.

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 enterprises listed under b) (information in accordance with Section 125 AktG).

Hans van Bylen

- a) LANXESS Deutschland GmbH (Cologne)
- b) Ontex Group N.V., Erembodegem (Aalst), Belgium (Chairman) (listed company); Akzo Nobel N.V., Amsterdam, Netherlands (listed company); Etex N.V., Brussels, Belgium;

Lawrence A. Rosen

- a) Deutsche Post AG, Bonn (listed company) LANXESS Deutschland GmbH (Cologne)
- b) Qiagen N.V., Venlo, Netherlands (Chairman) (listed company);

Dr. Hans-Joachim Müller

- a) TIB Chemicals AG, Mannheim (Chairman)
- 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. The nominations take into account the objectives determined by the Supervisory Board in terms of its composition and aim to fulfill the skills profile devised by the Supervisory Board for the full board. Hans van Bylen and Lawrence A. Rosen are currently members of the Audit Committee. Both have expertise in the fields of accounting and auditing. Dr. Müller has many years of management experience

in various areas of the chemical industry, which he gained in large, international corporations. Based on his previous work, his expertise particularly includes the integration of newly acquired companies and various sustainability topics.

The Supervisory Board deems the candidates nominated for election to the Supervisory Board to be independent in accordance with the German Corporate Governance Code. Besides the fact that Hans van Bylen and Lawrence A. Rosen 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 recommendation C.13 of 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.

Copies of the résumés of each candidate, with overviews of their significant activities besides the Supervisory Board post, are included in the annex to this invitation.

7. Resolution on the authorization for the purchase and utilization of own shares in accordance with Section 71 Para. 1 No. 8 AktG, also with subscription rights disappplied

The authorization granted by the Annual Stockholders' Meeting on May 23, 2019, for the purchase and utilization of own shares in accordance with Section 71 Para. 1 No. 8 AktG expires on May 22, 2024. Against this backdrop and in order to maintain the company's flexibility with regard to the purchase and utilization of own shares in the future, a new authorization for the purchase and utilization of own shares is to be granted until May 23, 2027.

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

a) The Board of Management is authorized until May 23, 2027, to purchase the company's own shares in a total amount not exceeding 10% of the company's capital stock at the time the resolution is passed or – if lower – at the time this authorization is exercised. This authorization can also, individually or collectively, be exercised by the company or dependent companies of the company or by third parties on behalf of the company or its dependent companies.

The authorization for the purchase and utilization of own shares can be exercised fully or partially on one or more than one occasion. The authorization can be exercised for any legally permissible purpose, especially in pursuit of one or more of the purposes referred to in c) to h). If used for one or more of the purposes referred to in c), d), f), g) or h), stockholders' subscription rights are disappplied. In addition, if own shares are sold by offering them to all stockholders, the Board of Management can, with the approval of the Supervisory Board, disapply stockholders' subscription rights for fractional amounts.

b) At the discretion of the Board of Management, the shares are purchased on the stock exchange, via a public tender offer or via a public invitation for the stockholders to submit an offer to sell.

In the event of purchase on the stock exchange, the purchase price paid by the company (excluding incidental expenses) must not be more than 10% higher or lower than the price of the shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange determined by the opening auction on the trading day.

In the event of purchase via a public tender offer or a public invitation to submit an offer to sell, the offered purchase or sale price or the boundary values of the range of purchase or sale prices per share (excluding incidental expenses) must not be more than 10% higher or lower than the average of the closing auction in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the three trading days preceding the date of the public announcement of the offer or the public invitation to submit an offer to sell. If the relevant price deviates significantly after the publication of a tender offer, the offer can be adjusted. In this case, the average price of the three stock exchange trading days preceding the date of the publication of any adjustment is used; the upper and lower limits of 10% must be applied to this amount. If the tender offer is oversubscribed or, in the case of an invitation to submit an offer to sell, not all of several equivalent offers can be accepted, acceptance must be based on the proportion of shares offered (offer ratios). In addition, shares can be rounded down to avoid fractions.

c) The Board of Management is authorized to sell own shares purchased on the basis of the above authorization through channels other than the stock exchange or by offering them to all stockholders, provided they are sold against cash payment and at a price that is not significantly lower than the stock market price of company shares at the time of the sale (simplified disapplication of subscription rights in accordance with Section 186 Para. 3 Sentence 4 AktG). The shares sold on the basis of this authorization must not exceed a total of 10% of capital stock either when the resolution is passed by the Annual Stockholders' Meeting or when this authorization is exercised. This upper limit of 10% of capital stock is reduced by the pro rata amount of the capital stock attributable to the shares issued during the term of this authorization with subscription rights disappplied in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this limit is decreased by shares that have been or will be issued in order to satisfy warrants or conversion rights, if the bonds were issued with subscription rights disappplied in accordance with Section 186 Para. 3 Sentence 4 AktG during the term of this authorization.

d) The Board of Management is authorized to transfer own shares purchased on the basis of the above authorization to third parties against contributions in kind, especially in connection with the acquisition of companies, parts of companies or interests in companies or in connection with business combinations and the acquisition of other assets including rights and receivables.

e) The Board of Management is authorized to cancel the own shares purchased on the basis of the above authorization without a further resolution by the Annual Stockholders' Meeting. The cancellation generally results in a capital reduction. In deviation from this, the Board of Management can determine that the capital stock remains unchanged and the cancellation instead increases the share of the remaining shares in the capital stock in accordance with Section 8 Para. 3 AktG. In this case, the Board of Management is authorized to amend the number of shares stated in the Articles of Association.

f) The Board of Management is authorized to use the own shares purchased on the basis of the above authorization to fulfill obligations from conversion rights, warrants or conversion obligations from convertible or warrant bonds or income bonds (or combinations of these instruments) issued by the company or its dependent companies that grant a conversion right or warrant or create a conversion or warrant obligation.

g) The Board of Management is authorized to use the own shares purchased on the basis of the above authorization to grant holders of convertible or warrant bonds or income bonds (or combinations of these instruments) issued by the company or its dependent companies that grant a conversion right or warrant or create a conversion or warrant obligation own shares to the extent to which they would be entitled to subscription rights to shares of the company after exercising the conversion right or warrant or after fulfilling the conversion or warrant obligation.

h) The Board of Management is authorized to offer the shares purchased on the basis of the above authorization for purchase to the employees or former employees of the company or of affiliated companies (employee shares).

i) The authorizations in c), d), f) and g) may be used only with the approval of the Supervisory Board.

j) The authorizations in c), d), f), g) and h) can also be exercised by dependent companies of the company or by third parties on behalf of the company or its dependent companies.

The details are described in the report of the Board of Management to the Annual Stockholders' Meeting in accordance with Sections 71 Para. 1 No. 8, 186 Para. 4 Sentence 2 AktG. The report is available online at asm.lanxess.com from the date of the Notice of Meeting and during the Annual Stockholders' Meeting.

8. Resolution on the amendment of Article 15 (Right to Attend) of the Articles of Association

The requirements contained in Section 123 Para. 4 Sentence 2 AktG for attending the Annual Stockholders' Meeting and exercising voting rights were amended by the German Financing for the Future Act, which entered into force in December 2023. In accordance with the amended, new Section 123 Para. 4 Sentence 2 AktG, verification of stock ownership in accordance with Section 67c Para. 3 AktG in the case of bearer shares of listed companies must now make reference to the close of business on the twenty-second day prior to the Annual Stockholders' Meeting and no longer to the start of the twenty-first day prior to the Annual Stockholders' Meeting. The current wording of Article 15 Para. 2 Sentence 4 of the company's Articles of Association is as follows:

"The verification must make reference to the start of the twenty-first day prior to the Meeting."

It therefore reflects the requirements of the old version of Section 123 Para. 4 Sentence 2 AktG. In order to ensure that the wording of the Articles of Association is consistent with the law, Article 15 Para. 2 Sentence 4 of the Articles of Association is to be aligned with the new Section 123 Para. 4 Sentence 2 AktG.

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

Article 15 Para. 2 Sentence 4 of the company's Articles of Association is revised as follows:

"The verification must make reference to the close of business on the twenty-second day prior to the Meeting."

ANNEXES TO THE AGENDA

Annex to agenda item 5

Compensation Report 2023

This compensation report complies with the statutory requirements under Section 162 of the German Stock Corporation Act (AktG) as well as the reporting principles of the German Corporate Governance Code (GCGC) in the version of April 28, 2022. The compensation report describes and explains in detail the compensation system for the Board of Management and Supervisory Board of LANXESS AG and the compensation of the individual current and former members of the Board of Management and Supervisory Board for fiscal year 2023. For LANXESS, transparent and understandable reporting is a key element of good corporate governance. In addition to the requirements of Section 162 Paragraph 3 Sentences 1 and 2 AktG, the content of the report is also audited by the auditor. In accordance with Section 120a AktG, the compensation report on the compensation granted and owed to each individual member of the Board of Management and Supervisory Board of LANXESS AG in fiscal year 2022 was approved at the Annual Stockholders' Meeting on May 24, 2023, by a majority of 90.48%. Because of the high level of approval for the application of the compensation system in fiscal year 2022, the structure of the compensation report approved in 2023 has essentially been retained for this 2023 compensation report. For even greater transparency, this compensation report for fiscal year 2023 adds prior-year figures to the tables presenting target compensation, maximum compensation, and compensation granted and owed. In addition, absolute values have been added to the comparison at the end of the report.

Compensation of the Board of Management

Composition of the Board of Management

The composition of the Board of Management changed as follows in fiscal year 2023: At its meeting on November 8, 2022, the Supervisory Board appointed Frederique van Baarle as a member of the Board of Management of LANXESS AG and Labor Director for a period of three years from April 1, 2023. In addition to the Human Resources Group function, Frederique van Baarle has been responsible for the Americas region since October 1, 2023. Due to her assumption of responsibilities and duties for the Americas region, which involved relocation to the U.S., the U.S. subsidiary LANXESS Corporation has paid 80% of her annual base salary and variable compensation components and provided the budget for the use of a company car since September 1, 2023. The remaining 20% of her annual base salary and variable compensation components and her other non-cash benefits continue to be paid by LANXESS AG. Frederique van Baarle is compensated in line with the compensation system in effect for LANXESS.

At the meeting of the LANXESS AG Supervisory Board on August 3, 2023, Oliver Stratmann was appointed as a member of the Board of Management for a period of three years from September 1, 2023. As the new Chief Financial Officer, he succeeded Michael Pontzen, who stepped down as of August 31, 2023.

Furthermore, the appointments of Dr. Hubert Fink and Matthias Zachert were extended for another three and five years, respectively. On December 9, 2022, the LANXESS AG Supervisory Board passed a resolution to re-appoint Dr. Hubert Fink as a member of the Board of Management with effect from October 1, 2023. On May 9, 2023, the Supervisory Board also re-appointed Matthias Zachert as a member and as Chairman of the Board of Management with effect from April 1, 2024.

Dr. Anno Borkowsky left the Board of Management as planned and retired on December 31, 2023. There are currently no plans to appoint a successor. His responsibilities have been assumed by the remaining Board of Management members.

Principles and Objectives of the Board of Management Compensation System

In fiscal year 2020, the Supervisory Board revised the compensation system for the members of the Board of Management on the basis of the Second Shareholder Rights Directive Implementation Act (ARUG II) and the version of the GCGC dated December 16, 2019, which was applicable at the time. Taking particular account of LANXESS's sustainable and strategic alignment, significant changes were implemented here. In particular, both the short-term variable compensation and the long-term variable compensation are based on two measurable performance criteria that are aligned with the sustainable corporate strategy. In addition, the proportions

of short-term and long-term variable compensation have been determined such that the long-term compensation components outweigh the short-term ones. The revised compensation system for the Board of Management, which has been in effect since January 1, 2021, was approved by the Annual Stockholders' Meeting of LANXESS AG on May 19, 2021, with a majority of 94.22% of the valid votes cast.

The compensation system now applies to all serving Board of Management members who have been (re-)appointed since January 1, 2021, in accordance with the employment contracts concluded. The promised compensation and the previously agreed weighting of the individual compensation elements for Matthias Zachert, Michael Pontzen and Dr. Hubert Fink deviated or will deviate from the regulations of the compensation system and recommendation G.6 of the GCGC until the effective date of the above re-appointments. Furthermore, a temporary adjustment has been made to the current compensation system with regard to contributions to the pension plan. This adjustment is explained in more detail in the "Process for Determining and Reviewing the Board of Management Compensation" section.

The compensation system for the Board of Management is geared toward compensating the Board of Management members appropriately in line with their tasks and responsibilities and taking account of the performance of each individual Board of Management member and the company's success. The aim of the compensation system is to support successful and sustainable corporate governance. LANXESS's compensation structure is therefore designed to provide the motivation to successfully work toward sustainable corporate development and the achievement of strategic corporate goals as well as for long-term value creation for our stockholders. Both of the long-term variable components are based on corporate performance over several years, and thus create long-term incentives. Because one of these long-term compensation components measures stock price development compared with an index, the management's objectives are aligned with the direct interests of the stockholders. In designing the Board of Management compensation, it is also important to the Supervisory Board to ensure that this is generally in line with the compensation system for senior executives, so as to ensure a uniform incentive effect within the LANXESS management.

Process for Determining and Reviewing the Board of Management Compensation

In accordance with Section 87a AktG, the Supervisory Board resolves on a clear and comprehensible compensation system for the members of the Board of Management. The Supervisory Board resolutions on the compensation system are prepared by the Presidial Committee of the Supervisory Board. The Presidial Committee also prepares the Supervisory Board's regular review of the system and the amount of compensation for the Board of

Management members as well as other personnel decisions to be made by the Supervisory Board. If necessary, it advises the Supervisory Board to make changes to the system. The Chairman of the Presidial Committee is Dr. Matthias L. Wolfgruber. The other members of the Presidial Committee are Birgit Bierther, Manuela Strauch, Ralf Sikorski, Hans van Bylen and Dr. Rainier van Roessel.

In accordance with Section 120a Paragraph 1 Sentence 1 AktG, the Supervisory Board presents the compensation system that it has resolved to the Annual Stockholders' Meeting for approval each time a significant change is made, or at least every four years. If the Annual Stockholders' Meeting does not approve the Board of Management compensation system put to the vote, then a revised system is presented for approval at the following Annual Stockholders' Meeting at the latest. As scheduled, the Board of Management compensation system in effect in 2025 will be presented to the Annual Stockholders' Meeting for approval in that year.

The appropriateness of the compensation is regularly reviewed by the Supervisory Board. In doing so, it uses an independent external personnel consultancy. Such a review was last conducted in October 2021 and will be conducted again in fiscal year 2024. In this review, the compensation of the Board of Management was compared with that of the companies listed in the MDAX and with that of selected chemical peer companies¹⁾. These companies were selected by the Supervisory Board on the basis of their comparability with regard to business model, sales, market capitalization, total assets and headcount. Criteria for determining the appropriateness of the compensation for an individual Board of Management member are, in particular, his duties, his personal performance, the economic situation, and the success and sustainable growth of the LANXESS Group. In addition, consideration is also given to compensation at comparable companies and the company's overall compensation structure with regard to the ratio between the compensation of the Board of Management and that of LANXESS's senior executives and the rest of the workforce, both overall and in terms of time. The review of the Board of Management compensation structure showed that it is fundamentally designed appropriately.

In accordance with Section 87a Paragraph 2 Sentence 2 AktG, the Supervisory Board may temporarily deviate from the compensation system if this is necessary in the interests of the company's long-term wellbeing and if it specifies the compensation system, the deviation process and the components of the compensation system from which it deviates. The process for such a deviation requires an explicit Supervisory Board resolution that describes specifically and in an appropriate form the duration of the deviation and the deviation as such, as well as the reason for it. In fiscal year 2023, the Supervisory Board only exercised the option to deviate from the compensation system in the case of one provision

1) The reference group consisted of the following companies: AkzoNobel, Beiersdorf, Clariant, Covestro, Royal DSM, Evonik, Henkel, K+S, Linde, Lonza, Merck, Solvay, Symrise, Wacker Chemie

in the employment contract of the new CFO Oliver Stratmann. In a carefully considered decision in the company's interest, the pension to be paid by LANXESS for Oliver Stratmann has been halved to 25% of the annual base salary in deviation from the provisions of the compensation system for an ordinary Board of Management member. The plan is to apply this halved company pension contribution to all further (re-)appointments during the remaining term of the current compensation system and to incorporate it into the future compensation system to be presented to the Annual Stockholders' Meeting in 2025.

Overview of Compensation Components

Since January 1, 2021, the compensation system has included the components described in the following overview. The compensation system also still includes a clawback clause and a share ownership obligation that requires the Board of Management members to invest a defined proportion of their compensation in shares and to hold these shares for the duration of their Board of Management mandate ("Share Ownership Guideline"). In addition, the compensation system still comprises a temporary right to

extraordinary termination in the event of a change of control with a limited severance regulation. The overview also shows the relative proportions of the individual compensation components within the total target compensation of the Board of Management members.

In addition to the fixed compensation, the components of compensation for Board of Management members comprise short-term and long-term variable compensation components. The two variable compensation components for the Board of Management – the Annual Performance Payment (APP) and the Long-Term Incentive (LTI) – are linked to LANXESS's annual performance and performance over a number of years and thus reward the sustainable, value-oriented development of the company. The short-term variable compensation component APP includes a financial and a non-financial performance criterion. The long-term variable compensation component LTI consists of the Long-Term Stock Performance Plan (LTSP) and the Sustainability Performance Plan (SPP). The proportions of short-term and long-term variable compensation are designed such that the long-term compensation components outweigh the short-term ones.

Overview of the Board of Management Compensation System and the Compensation Structure

Compensation components		Weighted	Shares of total target compensation		Share of the annual base salary (target)		Maximum payment	Other components of the compensation system	
			Chairman of the Board of Management	Ordinary Board of Management member	Chairman of the Board of Management	Ordinary Board of Management member			
Variable	Long-term	Long-Term Stock Performance Plan (LTSP)	60%		82,5%	69%	200%	Claw-back	CoC ²⁾
		Long Term Incentive (LTI)		40%	37%				
	Short-term	Sustainability Performance Plan (SPP)	40%		55%	46%	200%		
		Annual Performance Payment (APP)	80%	30%	30%	100%	90%		
Fixed	Fixed compensation	Financial target (e.g. EBITDApre)							
		Non-financial target (e.g. LTIFR)	20%						
	Annual base salary		30%	33%			100%		SOG ³⁾
	Non-cash benefits				15%				
	Retirement pensions				56,25%	15%	50% ¹⁾		

1) Reduction to 25% on the appointment of Oliver Stratmann to the Board of Management.

2) Change of Control.

3) Share Ownership Guideline.

In line with the exception outlined in the “Principles and Objectives of the Board of Management Compensation System” section above, the proportions of the individual compensation components will deviate from the regulations of the compensation system in force since January 1, 2021, until the re-appointments take effect. In addition, a tranche (2021–2023 tranche) of the long-term variable compensation program LTPB, which has been replaced by the SPP in accordance with the compensation system, was committed for the last time for fiscal year 2021.

Compensation of the Board of Management in Fiscal Year 2023

Fixed compensation components

The non-performance-related fixed compensation components include the annual base salary, the company pension plan and non-cash benefits, the latter consisting mainly of the tax value of perquisites, such as the use of a company car. The annual base salary of the members of the Board of Management is market-oriented, in line with the above-mentioned reference group, and also takes responsibilities and functions into account. It is paid each month in twelve equal parts as a salary. In response to persistently weak demand in the chemical industry, the extremely strained energy price situation and the resultant weak earnings development for the LANXESS Group, all Board of Management members serving in fiscal year 2023 decided to voluntarily waive 25% of their annual base salary for 2023 from July 1, 2023, as part of the FORWARD! action plan for the prompt stabilization of earnings. Accordingly, the annual base salary in fiscal year 2023 amounted to €1,225 thousand for the Chairman of the Board of Management, Matthias Zachert, €481 thousand for Dr. Anno Borkowsky, and €569 thousand for Dr. Hubert Fink. Due to his departure from the Board of Management as of August 31, 2023, the pro rata compensation for Michael Pontzen amounted to €406 thousand. The pro rata annual base salary since joining the Board of Management amounted to €281 thousand for Frederique van Baarle, who joined as of April 1, 2023, and €113 thousand for Oliver Stratmann, a member since September 1, 2023. For the Board of Management members, non-cash benefits are capped at 15% of their contractually agreed individual annual base salary.

Short-term variable compensation

The Board of Management’s APP considers two measurable performance criteria:

- › a financial performance criterion constituting 80% of the individual APP and
- › a non-financial performance criterion constituting 20% of the individual APP.

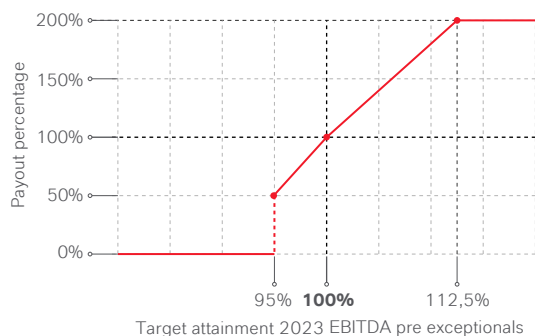
The target and threshold values and the payment curves for the Board of Management’s APP are set uniformly for all members of the Board of Management by the Supervisory Board annually before the start of each new fiscal year and also apply to the level below the Board of Management. Subsequent adjustments are not permitted. There is no payment of a minimum amount; if target attainment falls short of a threshold value, no APP payment is made. The maximum APP payout percentage is 200%.

For the Board of Management and managers at the level below the Board of Management, the APP payout percentage refers to the individual underlying APP percentage. For ordinary Board of Management members, 100% target attainment corresponds to 100% of the annual base salary. When a (re-)appointment of an ordinary Board of Management member takes effect, this amounts to 90% of the annual base salary in line with the weighting of short-term and long-term compensation in accordance with the compensation system. For the Chairman of the Board of Management, 100% target attainment currently corresponds to 125% of the annual base salary. From April 1, 2024, when Matthias Zachert will be re-appointed as Chairman of the Board of Management, it will correspond to 100% of the annual base salary.

The **financial performance criterion** for the short-term variable compensation, the APP, is currently the LANXESS Group’s key performance indicator, EBITDA (operating earnings before depreciation, amortization, write-downs and reversals) pre exceptionals (“EBITDA pre”). EBITDA pre exceptionals is the most important financial indicator for LANXESS and is used to judge every operational decision or achievement. 100% target attainment is achieved in the event of a certain EBITDA pre exceptionals defined by the Supervisory Board before the start of the fiscal year. The payment curve plots a straight line between this target and the upper or lower limit. Achievement of the financial target set by the Supervisory Board of €950 million for fiscal year 2023 corresponds to a payout percentage of 100% for the financial performance criterion. If the LANXESS Group’s EBITDA pre exceptionals is at least 12.5% higher than the financial target, the payout percentage equals the upper limit of 200% of the APP of the Board of Management for the financial performance criterion. If EBITDA pre exceptionals is more than 5% lower than the financial target, the payout percentage falls from 50% to 0%. This also applies to the variable short-term compensation of non-managerial and managerial staff.

For fiscal year 2023, the following target attainment and payment curve apply to the financial performance criterion of the APP:

APP: Target Attainment and Payment Curve for the Financial Performance Criterion EBITDA pre



EBITDApre	Target attainment	Payout percentage
€1,069 million	112.5%	200%
(Target) €950 million	100%	100%
€903 million	95%	50%
< €903 million	< 95%	0%

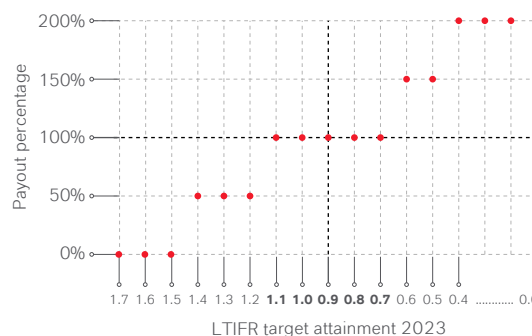
Actual target attainment for fiscal year 2023

EBITDApre	Target attainment	Payout percentage
€512 million	< 95%	0%

The **non-financial performance criterion** is currently the lost time injury frequency rate (LTIFR: accidents per million hours worked) for accidents with days lost. This reflects the high importance of employee and site safety for LANXESS. The payment curve for the LTIFR, which is reported to one decimal place, takes a tiered approach in order to maintain the existing positive incident reporting culture. In fiscal year 2023, an LTIFR of between 0.7 and 1.1 equates to 100% target attainment and results in a payout percentage of 100% for the non-financial performance criterion. If the LTIFR is 0.5 or 0.6, this equates to a payout percentage of 150%; if the LTIFR is 0.4 or lower, this equates to a payout percentage of 200% of the Board of Management's APP for the non-financial performance criterion. If the LTIFR is 1.4 or higher, the payout percentage falls to 0%. The long-term goal is to avoid any accidents. The target set for 2023 was therefore lowered by a further 0.4 points as against the previous year and, compared with other companies in the chemical industry and in view of the past trend at LANXESS, is again a challenge.

For fiscal year 2023, the target attainment and payment curve presented and explained below apply to the non-financial performance criterion of the APP:

APP: Target Attainment and Payment Curve for the Non-financial Performance Criterion LTIFR



LTIFR	Payout percentage
≤ 0.4	200%
0.5–0.6	150%
0.7–1.1 (Target: 0.9)	100%
1.2–1.4	50%
≥ 1.5	0%

Actual target attainment for fiscal year 2023

LTIFR	Payout percentage
0.6	150%

Within the APP, there is the option to grant an ad hoc discretionary bonus. This serves to recognize special achievements or to create an additional incentive and can be granted only as part the Board of Management's APP. It is capped at 20% of the annual base salary. The discretionary bonus can be used only in exceptional cases and requires a transparent justification from the Supervisory Board. As in the previous years, no discretionary bonus was paid in fiscal year 2023.

The maximum target attainment for the Board of Management's APP (including the discretionary bonus) is capped at 200%.

The Supervisory Board still reserves the right to reduce the APP in the event of serious occupational safety and/or environmental problems.

Long-term variable compensation

The Board of Management is called upon to show long-term commitment to the company and to promote and achieve sustainability. This means making efficient use of the capital provided by stockholders and investors. LANXESS sees its strong focus on sustainability as an important aspect of its own competitiveness, not least because sustainability in its various facets is increasingly demanded by customers and consumers, as well as by our employees and investors. Sustainability is an important element of our strategy that is also reflected in the compensation system.

The LTI also consists of two components, which are paid out in cash and each consider one measurable performance criterion:

- › the Long-Term Stock Performance Plan (LTSP), which is based on the stock price performance, and
- › the Sustainability Performance Plan (SPP), which is measured based on a sustainability criterion.

With 100% target attainment each, the proportion of the LTSP comes to 60% and that of the SPP to 40% of the individual LTI.

The stock-based LTSP is based on the performance of LANXESS stock against a reference index, currently the FTSEurofirst 300 Eurozone Chemicals Index, which was used for the first time as a basis for the LTSP 2022–2025 established in 2022. The FTSEurofirst 300 Eurozone Chemicals Index currently provides the best reflection of the LANXESS Group's economic environment. The LTSP 2018–2021 used the MSCI World Chemicals Index as a reference index. The LTSP 2018–2021 in place until 2021 and the LTSP 2022–2025 in place since 2022 are both divided into four tranches, whereby performance is determined annually and the payout percentage is calculated at the end of the respective four-year term of the tranche according to the average performance on the basis of the annual individual values. At the end of the term of the tranche, corresponding compensation is granted using this payout percentage. This is paid out in the subsequent fiscal year.

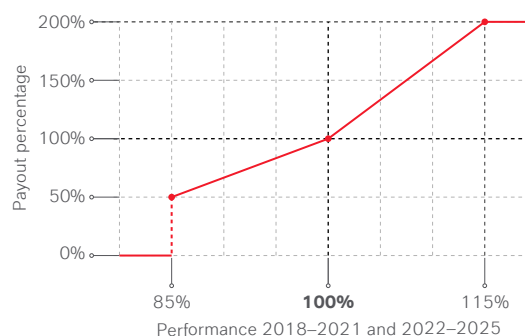
The LTSP 2014–2017 program required a prior personal investment each year in LANXESS AG shares of 5% of the annual base salary. These shares had a lock-up period of four years. The three-year exercise period ended on January 31, 2024.

In the case of 100% performance, the LTSP programs provide for a possible payment per tranche of 60% of the annual base salary for the ordinary members of the Board of Management and 67.5% of the annual base salary for the Chairman of the Board of Management. When a (re-)appointment of ordinary Board of

Management members takes effect, this amounts to 69% of the annual base salary in line with the weighting of short-term and long-term compensation in accordance with the compensation system. For the Chairman of the Board of Management, 100% target attainment will correspond to 82.5% of the annual base salary from April 1, 2024, when Matthias Zachert will be re-appointed as Chairman of the Board of Management. The payment curve plots a straight line between the target and the upper or lower limit. Given an average outperformance of at least 115% by the stock relative to the reference index, the payout percentage would come to 200%. For the Chairman of the Board of Management, the maximum payment thus amounts to 135% of the annual base salary. For ordinary members of the Board of Management, it amounts to 120%, or 138% when a (re-)appointment takes effect. The Supervisory Board reserves the right to reduce the payment if the stock performance relative to the reference index is less than 100%, and the payment must be canceled if it is less than 85%. Like in the APP, the steeper gradient of the payment curve if the 100% target is exceeded provides an additional financial incentive to exceed the target.

For the LTSP 2018–2021 and LTSP 2022–2025 programs, the performance and payment curve presented and explained below apply to the financial performance criterion of the LTI:

LTI: Performance and Payment Curve for the Financial Performance Criterion of the LTSP



Performance	Payout percentage	Value of right
115%	200%	€2.00
(Target) 100%	100%	€1.00
85%	50%	€0.50
< 85%	0%	€0

Actual target attainment for the 2020 tranche		
Performance	Payout percentage	Value of right
77.2%	0%	€0

The development of the number of outstanding rights in stock-based compensation for fiscal year 2023 is shown in the following table:

Development of the Number of Outstanding Rights in Stock-Based Compensation

number of rights	Vesting periods	LTSP 2014–2017		LTSP 2018–2021		LTSP 2022–2025		Total
		2017 tranche	2020 tranche	2021 tranche	2022 tranche	2023 tranche		
		Feb. 1, 2017–Jan. 31, 2021	Jan. 1, 2020–Dec. 31, 2023	Jan. 1, 2021–Dec. 31, 2024	Jan. 1, 2022–Dec. 31, 2025	Jan. 1, 2023–Dec. 31, 2026		
	Exercise period/ date	Feb. 1, 2021–Jan. 31, 2024	Feb. 1, 2024	Feb. 1, 2025	Feb. 1, 2026	Feb. 1, 2027		
Matthias Zachert	Outstanding rights as of January 1, 2023	810,000	911,250	911,250	945,000			3,577,500
	Allocated					945,000		945,000
	Forfeited		911,250					911,250
	Outstanding rights as of December 31, 2023	810,000	0	911,250	945,000	945,000		3,611,250
Frederique van Baarle (since April 1, 2023)	Outstanding rights as of January 1, 2023							0
	Allocated					233,938		233,938
	Outstanding rights as of December 31, 2023					233,938		233,938
Dr. Anno Borkowsky (until December 31, 2023)	Outstanding rights as of January 1, 2023		300,000	300,000	359,022			959,022
	Allocated					379,500		379,500
	Forfeited		300,000					300,000
	Outstanding rights as of December 31, 2023			300,000	359,022	379,500		1,038,522
Dr. Hubert Fink	Outstanding rights as of January 1, 2023	270,000	360,000	360,000	390,000			1,380,000
	Allocated					404,745		404,745
	Forfeited		360,000					360,000
	Outstanding rights as of December 31, 2023	270,000	0	360,000	390,000	404,745		1,424,745
Michael Pontzen (until August 31, 2023)	Outstanding rights as of January 1, 2023	270,000	360,000	360,000	390,000			1,380,000
	Allocated					434,075		434,075
	Forfeited		360,000					360,000
	Outstanding rights as of December 31, 2023	270,000	0	360,000	390,000	434,075		1,454,075
Oliver Stratmann (since September 1, 2023)	Outstanding rights as of January 1, 2023							0
	Allocated					103,784		103,784
	Outstanding rights as of December 31, 2023					103,784		103,784
Former Board of Management member								
Dr. Rainier van Roessel (until December 31, 2019)	Outstanding rights as of January 1, 2023	390,000						390,000
	Outstanding rights as of December 31, 2023	390,000						390,000

Only rights that have been allocated to the members of the Board of Management in connection with their service on the Board of Management are shown here. Accordingly, the rights from the 2023 tranche are reported on a pro rata basis for Frederique van Baarle and Oliver Stratmann based on the date on which they commenced Board of Management service during fiscal year 2023.

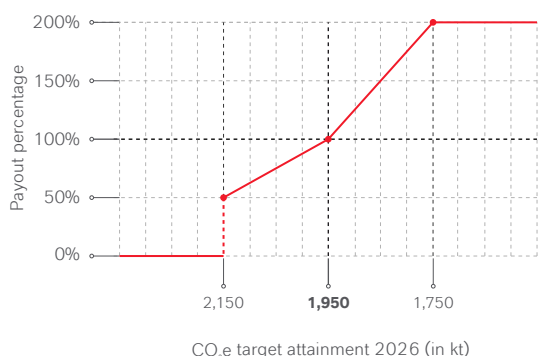
The **SPP** considers the long-term development of non-financial sustainability criteria. The assessment period for these criteria is also four years. On the basis of LANXESS's published interim goal for 2025, the Supervisory Board set a target for the reduction of CO₂e emissions from internal processes and from purchased energy (Scope 1 and 2) in the Group for the first time for 2024,

which is included in the SPP as a performance criterion. The amount of CO₂e emissions was also defined as a measure of target attainment for 2025 and 2026. In subsequent years, a different performance criterion can be selected to reflect the company's current focus. This mechanism is intended to allow different facets of sustainability to be emphasized.

For the members of the Board of Management, 100% target attainment of the sustainability criterion corresponds to a payout of 45% of the annual base salary. In line with the weighting of short-term and long-term compensation in accordance with the compensation system, the payment for ordinary Board of Management members increases to 46% of the annual base salary when a (re-)appointment takes effect. For the Chairman of the Board of Management, the payout will increase to 55% of the annual base salary from April 1, 2024, when Matthias Zachert will be re-appointed as Chairman of the Board of Management. In the case of CO₂e emissions of 1,750 kt or lower in 2026, the payout percentage is 200%. The maximum payment thus comes to 90%, or 92% when a (re-)appointment of an ordinary Board of Management member takes effect, of the annual base salary. If CO₂e emissions exceed 2,150 kt in 2026, there is no payout.

For the 2023–2026 assessment period, the target attainment and payment curve presented and explained below apply to the financial performance criterion of the LTI:

LTI: Target Attainment and Payment Curve for the Non-financial Performance Criterion of the SPP



CO ₂ e-Emission 2026 in kt	Payout percentage
≤ 1,750	200%
(Target) 1,950	100%
2,150	50%
> 2,150	0%

Actual target attainment 2023–2026	
CO ₂ e-Emission in kt	Payout percentage
Determination of target attainment at the end of 2026	

In the case of M&A transactions, the target values are adjusted by the CO₂e values of the target.

The payment curves for the LTSP and SPP plot a straight line between the target value of 100% and the lower or upper limit (0% and 200%). Like in the LTSP, the steeper gradient of the payment curve if the 100% target is exceeded provides an additional financial incentive to exceed the target. On achievement of the minimum value, the payout percentage amounts to 50%.

Performance criteria, target values and payment curves for the long-term variable compensation components are defined by the Supervisory Board annually before the start of the fiscal year. Subsequent adjustments are permitted only in the case of the CO₂e targets to take M&A transactions into account.

The **Long-Term Performance Bonus (LTPB)**, which formed part of the previous compensation system applicable until December 31, 2020, as a long-term variable compensation component, ended as of December 31, 2023. The last tranche of the LTPB (2021–2023 tranche) was allocated in fiscal year 2021 and will be paid out in fiscal year 2024. For this tranche, the compensation for the performance achieved in full in 2023 was granted in the reporting year, as this gave rise to a partial entitlement that cannot be revoked. The amount granted is equivalent to 45%, or 46% when a (re-)appointment of an ordinary Board of Management member takes effect, of the annual base salary applicable at the end of the reporting year, applying the APP target attainment in 2023.

Due to its long-term nature, the LTPB also considers sustainable corporate development. At the end of the three-year term of the tranches, the exact amount of the LTPB results one-third each from the respective APP target attainment in the three fiscal years. After the end of the three-year term, it is paid out in the following year, applying the annual base salary applicable at the end of the term.

Target compensation of Board of Management members in office in fiscal year 2023

The table below shows the individual target compensation promised to the Board of Management members for fiscal year 2023 and the previous year in the case of 100% target attainment. It also includes non-cash benefits and contributions to the company pension plan. The promised non-cash benefits are stated at their maximum value.

Target Compensation

€ thousand	Fixed compensation components				Variable compensation components			Total compensation
	Annual base salary	Non-cash benefits	Pension contributions	Short-term		Long-term		
				APP ¹⁾	SPP ²⁾		LTSP ³⁾	
Matthias Zachert	2023	1,400	210	788	1,750	630	945	5,723
	2022	1,400	210	788	1,750	630	945	5,723
Frederique van Baarle (since April 1, 2023)	2023	338	51	168	305	194	234	1,290
	2022	–	–	–	–	–	–	–
Dr. Anno Borkowsky ⁴⁾ (until December 31, 2023)	2023	550	82	275	495	253	380	2,035
	2022	550	82	275	518	251	359	2,035
Dr. Hubert Fink ⁴⁾	2023	650	98	325	633	294	405	2,405
	2022	650	98	325	650	292	390	2,405
Michael Pontzen ⁴⁾ (until August 31, 2023)	2023	650	98	325	601	297	434	2,405
	2022	650	98	325	650	292	390	2,405
Oliver Stratmann (since September 1, 2023)	2023	150	23	37	135	173	104	622
	2022	–	–	–	–	–	–	–

1) The APP for fiscal year 2023 was granted for 2023, and the APP for fiscal year 2022 was granted for 2022.

2) The SPP 2023(2026) (2023 tranche) was granted for 2023, and the SPP 2022(2025) (2022 tranche) was granted for 2022.

3) The LTSP 2022(2025) (2023 tranche), vesting period 2023(2026), was granted for 2023, and the LTSP 2022(2025) (2022 tranche), vesting period 2022(2025), was granted for 2022.

4) Including the new service contracts that took effect as of April 1, 2023, for Michael Pontzen and as of October 1, 2023, for Dr. Hubert Fink. The new service contract for Dr. Anno Borkowsky had already taken effect as of June 1, 2022.

The members of the Board of Management were promised an LTPB tranche for the last time (2021–2023 tranche) under the old compensation system. The target compensation for this corresponds to that of the SPP. Payments from the LTPB tranche are based on target achievement in 2024. With its four-year term, the SPP follows on from the expiring LTPB program. Payments from this are based on target achievement in 2025. There is thus no simultaneous payment of the LTPB and the SPP in any fiscal year.

Compliance with maximum compensation

In accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG, the Supervisory Board has set an absolute amount in euros as the maximum compensation to limit the total amount of compensation that can be granted in a fiscal year. The maximum compensation has been set individually for each Board of Management member and includes all fixed and variable compensation components that arise taking account of the performance achieved in full for the fiscal year. The following table shows the relevant caps on the individual compensation components for fiscal year 2023 and the previous year, the resulting overall cap on compensation, and the maximum compensation for each Board of Management member as resolved by the Supervisory Board in accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG.

Maximum Compensation

€ thousand		Fixed compensation components			Variable compensation components			Overall cap on compensation	Maximum compensation ⁴⁾
		Annual base salary	Non-cash benefits	Pension contributions	Short-term	Long-term			
					APP ¹⁾	SPP ²⁾	LTSP ³⁾		
	2023	1,400	210	788	3,500	420	1,822	8,140	9,400
	2022	1,400	210	788	3,500	869	1,620	8,387	9,400
	2023	338	51	168	610	104	–	1,271	4,100
	2022	–	–	–	–	–	–	–	–
	2023	550	82	275	990	169	600	2,666	3,500
	2022	550	82	275	1,036	364	350	2,657	3,500
	2023	650	98	325	1,267	196	720	3,256	4,100
	2022	650	98	325	1,300	419	660	3,452	4,100
	2023	650	98	325	1,202	198	720	3,193	4,100
	2022	650	98	325	1,300	419	660	3,452	4,100
	2023	150	23	37	270	46	–	526	4,100
	2022	–	–	–	–	–	–	–	–

1) 200% target attainment for APP 2023 for fiscal year 2023 and for APP 2022 for the previous year.

2) Includes the amounts granted in the case of 200% target attainment for the partial performance in 2023 from the 2021(2023) tranche and, for the previous year, the partial performance in 2022 from the 2020(2022) and 2021(2023) tranches.

3) Includes the amounts granted in the case of 200% target attainment from the LTSP 2020 tranche for fiscal year 2023 and the LTSP 2019 tranche for the previous year.

4) In accordance with approval by the Annual Stockholders' Meeting on May 19, 2021.

5) Including the new service contracts that took effect as of April 1, 2023, for Michael Pontzen and as of October 1, 2023, for Dr. Hubert Fink. The new service contract for Dr. Anno Borkowsky had already taken effect as of June 1, 2022.

The annual base salary and the contributions to the pension plan are fixed amounts. The caps for the non-cash benefits, APP, LTPB and LTSP were complied with for all Board of Management members in fiscal year 2023. The amount of actual total compensation taking account of the payout percentages for 2023 is shown in the table "Compensation Granted and Owed to Board of Management Members in Office in the Fiscal Year" in the section below. For each of the Board of Management members, this is below the overall cap on compensation and thus lower than the maximum compensation. Compliance with the maximum compensation is thus ensured for fiscal year 2023.

Compensation granted and owed to Board of Management members in fiscal year 2023 and the previous year in accordance with Section 162 AktG

The following table shows the fixed and variable compensation components granted and owed including the respective relative share for each individual member of the Board of Management in office in fiscal year 2023 in accordance with Section 162 Paragraph 1 Sentence 1 AktG. The table thus includes the annual base salary paid in fiscal year 2023 and the previous year, the non-cash benefits accrued in the fiscal year, and the variable compensation components APP and LTPB granted in the fiscal year taking account of the performance achieved in full for fiscal

year 2023 and 2022 and the resulting APP target attainment for 2023 and 2022. For the LTSP, the compensation is granted at the end of the term of the respective tranche, as the underlying performance is not achieved in full until that time. Accordingly, the compensation for the 2020 tranche of the LTSP 2018–2021 was granted in fiscal year 2023, and the 2019 tranche of the LTSP 2018–2021 was granted in the previous year.

Compensation Granted and Owed to Board of Management Members in Office in the Fiscal Year

		Fixed compensation components				Variable compensation components						Total compensation pursuant to Section 162 AktG € thousand	Pension contributions € thousand	Total compensation € thousand
		Annual base salary		Non-cash benefits		Short-term		Long-term						
		€ thousand	in %	€ thousand	in %	APP ¹⁾	LTPB ²⁾	LTPB ²⁾		LTSP ³⁾				
		€ thousand	in %	€ thousand	in %	€ thousand	in %	€ thousand	in %	€ thousand	in %			
Matthias Zachert	2023	1,225	65	82	4	525	28	63	3	0	0	1,895	788	2,683
	2022	1,400	33	81	2	1,750	41	450	10	615	14	4,296	788	5,084
Frederique van Baarle ⁴⁾ (since April 1, 2023)	2023	281	67	33	8	91	21	16	4	0	0	421	168	589
	2022	–	–	–	–	–	–	–	–	–	–	–	–	–
Dr. Anno Borkowsky (until December 31, 2023)	2023	481	70	37	6	149	20	25	4	0	0	692	275	967
	2022	550	38	51	4	518	35	197	14	133	9	1,449	275	1,724
Dr. Hubert Fink	2023	569	67	57	8	190	22	29	3	0	0	845	325	1,170
	2022	650	35	58	3	650	35	225	12	251	15	1,834	325	2,159
Michael Pontzen (until August 31, 2023)	2023	406	71	27	5	122	21	20	3	0	0	575	216	791
	2022	650	36	40	2	650	36	225	12	251	14	1,816	325	2,141
Oliver Stratmann (since September 1, 2023)	2023	113	65	14	8	40	23	7	4	0	0	174	37	211
	2022	–	–	–	–	–	–	–	–	–	–	–	–	–

1) Amounts granted for the APP 2023 for fiscal year 2023 and for the APP 2022 for the previous year.

2) Includes the amounts granted for the partial performance in 2023 from the 2021(2023) tranche and, for the previous year, the partial performance in 2022 from the 2020(2022) and 2021(2023) tranches.

3) Includes the amounts granted from the LTSP 2020 tranche for fiscal year 2023 and the LTSP 2019 tranche for the previous year.

4) From September 1, 2023, onwards, 80% of her annual base salary and variable compensation components and the budget for the use of a company car were paid by LANXESS Corporation, U.S., in U.S. dollars. The fixed compensation and the budget for the use of a company car were set in U.S. dollars at the monthly average exchange rate for August 2023 and calculated and adjusted on the basis of the actual monthly average exchange rate. Accordingly, an amount of 104 thousand U.S. dollars was granted, which corresponds to €95 thousand. The variable compensation components are translated into U.S. dollars based on the monthly average exchange rate for the month prior to the payment.

In fiscal year 2023, EBITDA pre exceptionals of €512 million was generated and an LTIFR of 0.6 was achieved. This results in target attainment of less than 95% and thus a payout percentage of 0% for EBITDA pre exceptionals. A LTIFR target attainment of 0.6 results in a payout percentage of 150%. Taking account of the proportions of the financial and the non-financial target for the Board of Management's APP, there is thus a weighted payout percentage of 30% for the members of the Board of Management. The APP and the LTPB will be paid out after the end of the reporting year in fiscal year 2024. For the 2020 tranche of the LTSP, the stock's average performance compared to the reference index was 77.2%. This corresponds to a value of €0.00 per right. The LTSP 2020 tranche will therefore not be paid out. Further details on the derivation of the stated percentages can be found in the sections on short- and long-term variable compensation.

The following table shows the compensation granted and owed to former members of the Board of Management in accordance with Section 162 Paragraph 1 Sentence 1 AktG.

Compensation Granted and Owed to Former Board of Management Members in the Fiscal Year

	Fixed compensation components		Total compensation € thousand
	Pension payments		
	€ thousand	in %	
Dr. Werner Breuers (until August 5, 2014)	55	100	55
Dr. Bernhard Düttmann (until March 31, 2015)	357 ¹⁾	100	357
Dr. Axel C. Heitmann (until February 21, 2014)	481	100	481
Dr. Rainier van Roessel (until December 31, 2019)	155	100	155

1) Of which €318 thousand relates to capital payments.

Further Regulations on Compensation

Share Ownership Guideline (SOG)

The Share Ownership Guideline, in place since 2018 and revised in 2020, stipulates the amount of the investment in LANXESS AG shares. Over a period of four years, the members of the Board of Management are obliged to invest a defined proportion of their compensation in shares in LANXESS AG and verifiably hold the shares until the end of their service contract (SOG target). The SOG target, as is standard for DAX and MDAX companies, is 150% of the annual base salary for the Chairman of the Board of Management and 100% of the annual base salary for the other members of the Board of Management. The relevant figure for the investment in the respective development year is the purchase price of the LANXESS AG share not including the bank's commission. The members of the Board of Management were authorized to contribute existing shares in LANXESS AG verifiably. All members of the Board of Management exercised this option. Compliance with the share ownership obligation must be proven annually during the four-year development phase and every three years thereafter. The Board of Management members are entitled to any dividends from the LANXESS shares acquired. A dividend payment has no effect on the compensation of the Board of Management members.

Share Ownership Guideline

	SOG target	Investment volume ¹⁾ in €	Development year ended ²⁾	Target investment	Next review
Matthias Zachert	150%	3,513,771	4	Fulfilled	2025
Frederique van Baarle (since April 1, 2023) ²⁾	100%	238,508	0	To be fulfilled from 2024	2024
Dr. Anno Borkowsky (until December 31, 2023)	100%	714,847	4	Fulfilled	–
Dr. Hubert Fink	100%	1,453,280	4	Fulfilled	2025
Michael Pontzen (until August 31, 2023)	100%	777,689	4	Fulfilled	–
Oliver Stratmann (since September 1, 2023) ²⁾	100%	450,199	0	Fulfilled	2024

1) As of December 31, 2023.

2) Due to the appointment to the Board of Management during the year, the development phase does not begin until January 1, 2024. Oliver Stratmann met his SOG target ahead of time.

Matthias Zachert, Dr. Anno Borkowsky, Dr. Hubert Fink and Michael Pontzen met the SOG target. In the case of Frederique van Baarle and Oliver Stratmann, the development phase does not begin until January 1, 2024, because they were appointed during the year, whereby Oliver Stratmann has already met his SOG target ahead of time.

Clawback regulation

There is a clawback regulation for variable compensation. This regulation allows the Supervisory Board to withhold the variable compensation in full or in part, or to reclaim it if it has already been paid out, in the event of grave dereliction of duty by a Board of Management member in relation to the company. Irrespective of this, it is possible to reduce payments or take recourse in line with the legal provisions in the event of harmful breaches of duty by Board of Management members. In fiscal year 2023, the Supervisory Board had no reason to withhold or reclaim variable compensation components.

Contract terms and termination of service on the Board of Management

The Supervisory Board follows German stock corporation law and the recommendations of the GCGC when appointing members of the Board of Management and deciding on the term of Board of Management contracts. When appointing an individual to the Board of Management for the first time, the appointment period and the term of the service contract are usually three years. For reappointments, the maximum term of the service contracts is five years. The respective service contracts are concluded on a temporary basis and end without a separate notice period at the end of the term. In the event of a change of control, the Board of Management members have a temporary extraordinary termination right as described in the following section. The right of both parties to extraordinary termination for good cause remains unaffected. The service contracts with all Board of Management members stipulate a general cap on any severance (severance cap). In the event of early termination of service on the Board of Management, the severance payments must not exceed the value of two annual salaries plus the Board of Management's APP and the LTPB until the end of fiscal year 2023 or the SPP from the start of fiscal year 2024 at 100% target attainment and must never provide more compensation than the remaining term of the contract.

No severance payment is provided for if the Board of Management member resigns him- or herself or if the service contract is terminated by the company for good cause.

Post-contractual restrictions on competition

No post-contractual restrictions on competition are stipulated. However, an agreement on competition restrictions may be concluded for the period after the end of the service contract. In the event of a restriction on competition, the severance payment is to be counted toward the compensation for observing this restriction in accordance with the GCGC.

Change of control

Payments in the event of termination of a Board of Management member's service contract due to a change of control are capped at two annual base salaries plus the Board of Management's APP and the LTPB until the end of fiscal year 2023 or the SPP from the start of fiscal year 2024 at 100% target attainment, accounting pro rata for the remaining term at the date of contract termination.

Compensation from secondary employment

If members of the Board of Management hold supervisory board mandates or similar offices at affiliated companies in which LANXESS has a direct or indirect interest, or at associations and similar organizations to which the company belongs or is affiliated due to its business activities, in Germany or abroad, then this employment must be compensated with the agreed annual base salary. Compensation paid for such offices must be reported to LANXESS and is deducted from the agreed compensation. Supervisory board mandates and mandates on comparable supervisory bodies of commercial enterprises outside the LANXESS Group may be accepted only with the prior approval of the Supervisory Board. In these cases, the Supervisory Board will also decide whether and to what extent the corresponding compensation is to be offset.

Other

The service contracts of Dr. Anno Borkowsky and Michael Pontzen will be duly settled following their departure from the company, i. e. the payouts for the APP, LTPB and LTSP will be made in accordance with the terms and conditions of the plan at the usual payment dates with the corresponding effective target attainments. There is no entitlement to the SPP.

In line with the compensation system, Frederique van Baarle and Oliver Stratmann did not receive a signing bonus.

In accordance with the contractual agreements, parts of Frederique van Baarle's compensation were paid by the U.S. subsidiary LANXESS Corporation. In the past fiscal year, no other member of the Board of Management received benefits or assurances of benefits from third parties with respect to their duties as members of the Board of Management.

LANXESS AG includes the members of the Board of Management and certain employees of the LANXESS Group under a directors' and officers' liability insurance (D&O) policy.

No loans were granted to members of the Board of Management in fiscal year 2023.

Retirement Pensions

The pension plan for the members of the Board of Management is a defined contribution plan. The interest rate on the contributions is linked to the interest rate achieved by Rheinische Pensionskasse VVaG at a guaranteed interest rate of 1.75%. The pension plan grants benefits to the members of the Board of Management after the end of their employment under the company pension plan. These benefits are paid when the beneficiary reaches the age of 60 or 62 or if the beneficiary is permanently unable to work. They are paid to surviving dependents in the event of the beneficiary's death.

The pension plan stipulates a contribution of 50% of the annual base salary to be made by the company each year, or 56.25% in the case of the Chairman of the Board of Management. As described above, the pension to be paid for Oliver Stratmann amounts to 25% of the annual base salary. Moreover, the members of the Board of Management must themselves pay an amount from deferred compensation amounting to 12.5% of the Board of Management's APP. The members of the Board of Management may increase their personal contribution to up to 25% of the Board

of Management's APP. The calculation of the personal contribution is based on the Board of Management's APP to be paid, but is limited to a maximum of 100% target attainment. The sum of the contributions is capped. From the date of entitlement, up to 30% of the accumulated capital – including the interest thereon – may be converted to a pension benefit. There are claims arising from provisions in place before 2006 that are granted as vested rights for individual members of the Board of Management. If the service contract ends before the beneficiary reaches the age of 60 or 62, the company pays certain additional benefits up to a defined ceiling.

LANXESS has established provisions for the future claims of Board of Management members. The service costs recognized under the International Financial Reporting Standards (IFRS) accounting rules for this purpose, the net expense recognized under the German Commercial Code (HGB) accounting rules for this purpose and the present value of the obligations under IFRS and HGB accounting rules for members of the Board of Management in office as of December 31, 2023, can be found in the following table:

Pension Claims

€ thousand	IFRS		HGB	
	Service costs	Present value of the obligations	Net expense for pension entitlements	Present value of the obligations
Matthias Zachert	768	11,146	1,677	13,248
Frederique van Baarle (since April 1, 2023)	319	611	528	806
Dr. Hubert Fink	342	6,516	883	7,542
Oliver Stratmann (since September 1, 2023)	164	1,574	413	2,216

The service costs include both current and past service costs. The present value of the obligations also includes claims that already existed before commencing Board of Management service.

Compensation of the Supervisory Board

There were no personnel changes on the Supervisory Board of LANXESS AG in fiscal year 2023.

The compensation of the Supervisory Board is governed by Section 12 of the company's articles of association. Based on German stock corporation law, a resolution on the compensation of the Supervisory Board members must be adopted by the Annual Stockholders' Meeting at least every four years for listed companies. The Annual Stockholders' Meeting of LANXESS AG on May 19, 2021, therefore adopted a resolution on the compensation of the Supervisory Board members in accordance with Section 113 Paragraph 3 AktG. The compensation system for Supervisory Board members presented to the Annual Stockholders' Meeting was resolved with a majority of 99.91% of the votes cast.

The members of the Supervisory Board of LANXESS AG receive fixed compensation of €80 thousand per year. The Chairman of the Supervisory Board receives three times, and the Vice Chairman one and a half times, this amount. Serving as the chair, deputy chair or a member of Supervisory Board committees is compensated separately in accordance with the GCGC. Supervisory Board members who belong to a committee other than the Nominations Committee receive half of the fixed compensation amount in addition. Supervisory Board members who belong to the Nominations Committee receive one eighth of the fixed compensation amount in addition. The chair of the Audit Committee receives a further half. Supervisory Board members who chair a committee other than the Audit Committee receive a further quarter. No additional compensation is granted for

membership in the Committee to be formed pursuant to Section 27 Paragraph 3 of the German Codetermination Act or for chairing the Nominations Committee. However, no member may receive in total more than three times the fixed compensation amount.

Supervisory Board members are reimbursed for their expenses in addition and also receive an attendance allowance of €1.5 thousand for each Supervisory Board meeting and each committee meeting they attend, with the exception of meetings of the Committee formed pursuant to Section 27, Paragraph 3 of the German Codetermination Act. With respect to their membership on the supervisory boards of LANXESS Group companies, the members of the Supervisory Board are remunerated only for their service on the Supervisory Board of LANXESS Deutschland GmbH in the amount of €5 thousand each.

LANXESS AG includes the members of the Supervisory Board of the LANXESS Group under a directors' and officers' liability insurance (D&O) policy.

None of the members of the Supervisory Board received benefits for services provided personally during the reporting period. No loans or advances were granted to members of the Supervisory Board during the reporting year.

The following table shows the fixed and variable compensation components granted and owed to the current and former members of the Supervisory Board in fiscal year 2023 and the previous year, including the respective relative share, in accordance with Section 162 Paragraph 1 Sentence 1 AktG:

Compensation Granted and Owed to Supervisory Board Members in Fiscal Year 2023 and the Previous Year

		Fixed compensation LANXESS AG		Compensation as committee member LANXESS AG		Attendance allowance		Fixed compensation LANXESS Deutschland GmbH		Total com- pensation €
		€	%	€	%	€	%	€	%	
		Dr. Matthias L. Wolfgruber, Chairman	2023	240,000	91	–	–	19,500	7	
	2022	240,000	92	–	–	16,500	6	5,000	2	261,500
Ralf Sikorski, Vice Chairman	2023	120,000	67	40,000	22	15,000	8	5,000	3	180,000
	2022	120,000	66	40,000	22	16,500	9	5,000	3	181,500
Hans van Bylen	2023	80,000	43	80,000	43	21,000	11	5,000	3	186,000
	2022	80,000	43	80,000	43	21,000	11	5,000	3	186,000
Birgit Bierther	2023	80,000	57	40,000	28	15,000	11	5,000	4	140,000
	2022	80,000	57	40,000	28	16,500	11	5,000	4	141,500
Armando Dente	2023	80,000	58	40,000	29	13,500	10	5,000	3	138,500
	2022	80,000	57	40,000	28	15,000	11	5,000	4	140,000
Dr. Hans-Dieter Gerriets	2023	80,000	58	40,000	29	13,500	10	5,000	3	138,500
	2022	80,000	57	40,000	28	15,000	11	5,000	4	140,000
Dr. Heike Hanagarth	2023	80,000	75	10,000	9	12,000	11	5,000	5	107,000
	2022	80,000	81	5,041	5	9,000	9	5,000	5	99,041
Pamela Knapp	2023	80,000	45	80,000	45	13,500	7	5,000	3	178,500
	2022	80,000	44	80,000	44	15,000	8	5,000	4	180,000
Lawrence A. Rosen	2023	80,000	52	50,000	33	18,000	12	5,000	3	153,000
	2022	80,000	53	50,000	34	15,000	10	5,000	3	150,000
Iris Schmitz	2023	80,000	58	40,000	29	13,500	10	5,000	3	138,500
	2022	80,000	57	40,000	28	15,000	11	5,000	4	140,000
Manuela Strauch	2023	80,000	57	40,000	28	15,000	11	5,000	4	140,000
	2022	80,000	57	40,000	28	16,500	11	5,000	4	141,500
Dr. Rainier von Roessel (appointed May 25, 2022)	2023	80,000	57	40,000	28	15,000	11	5,000	4	140,000
	2022	48,438	59	20,164	24	10,500	13	3,027	4	82,129
Theo H. Walthie (resigned May 25, 2022)	2023	–	–	–	–	–	–	–	–	–
	2022	31,781	53	19,863	34	6,000	10	1,986	3	59,630
Total	2023	1,160,000	61	500,000	26	184,500	10	60,000	3	1,904,500
	2022	1,160,219	61	495,068	26	187,500	10	60,013	3	1,902,800

Comparison of the Earnings Development and the Change in Compensation of the Employees, Board of Management Members and Supervisory Board Members

The following table shows the annual change in the compensation of current and former Board of Management and Supervisory Board members, the compensation of employees on a full-time equivalent basis and selected key earnings figures of the LANXESS Group and LANXESS AG over the past five years in accordance with Section 162 Paragraph 1 Sentence 2 No. 2 AktG.

For the Board of Management and Supervisory Board members, the compensation granted and owed in the respective fiscal year in accordance with Section 162 Paragraph 1 Sentence 1 AktG is presented.

For the presentation of the average compensation of employees on a full-time equivalent basis, the group of employees of the German Group companies is used. The group of employees in Germany comprises all active permanent pay-scale and non-pay-scale employees, including the top management level below the Board of Management and employees on paid leave. The average compensation of employees comprises the annual base salary (not including recurring payments) and any variable compensation components attributable to the fiscal year. The calculation of compensation for employees thus corresponds in principle to the compensation for the Board of Management and the Supervisory Board and is therefore consistent with the compensation granted and owed in line with Section 162 Paragraph 1 Sentence 1 AktG.

The earnings development is presented based on LANXESS AG's net income and the LANXESS Group's key performance indicator, EBITDA pre exceptionals.

Comparison of the Earnings Development and the Change in Compensation of the Employees, Board of Management Members and Supervisory Board Members

	2019	2020	Change in 2020 vs. 2019	2021	Change in 2021 vs. 2020	2022	Change in 2022 vs. 2021	2023	Change in 2023 vs. 2022
Earnings development (€ million)			%		%		%		%
EBITDA pre exceptionals	1,019	862	(15)	1,010	17	930	14 ¹⁾	512	(45)
Net income of LANXESS AG	463	(67)	(114)	(92)	(37)	1,014	1,202 ²⁾	15	(99)
Employee compensation (€ thousand)									
Average compensation in Germany (not including Board of Management)	79	78	(1)	86	10	79	(8)	75	(5)
Compensation of members of the Board of Management in office in the fiscal year (€ thousand)									
Matthias Zachert (Chairman, from April 1, 2014)	5,697	4,145	(27)	5,863	41	4,296	(27)	1,895	(56)
Frederique van Baarle (from April 1, 2023)	–	–	–	–	–	–	–	421	–
Dr. Anno Borkowsky (from June 1, 2019, until December 31, 2023)	710	938	32	1,769	89	1,449	(18)	692	(52)
Dr. Hubert Fink (from October 1, 2015)	1,552	1,658	7	2,354	42	1,834	(22)	845	(54)
Michael Pontzen (from April 1, 2015, until August 31, 2023)	1,549	1,608	4	2,336	45	1,818	(22)	575	(68)
Oliver Stratmann (from September 1, 2023)	–	–	–	–	–	–	–	174	–
Compensation of former members of the Board of Management (€ thousand)									
Dr. Werner Breuers ³⁾ (until August 5, 2014)	2,247	52	(98)	52	0	55	6	55	0
Dr. Bernhard Düttmann ³⁾ (until March 31, 2015)	9	355	3,844	355	0	357	1	357	0
Dr. Axel C. Heitmann ³⁾ (until February 21, 2014)	4,340	455	(90)	445	(2)	474	7	481	1
Dr. Rainier van Roessel ³⁾ (until December 31, 2019)	2,681	5,161	93	400	(92)	422	6	155	(63)
Compensation of members of the Supervisory Board in office in the fiscal year (€ thousand)									
Dr. Matthias L. Wolfgruber, Chairman (from May 13, 2015, Chairman from May 15, 2018)	262	218	(17)	265	22	262	(1)	265	1
Ralf Sikorski, Vice Chairman (from May 13, 2015)	176	161	(9)	180	12	182	1	180	(1)
Hans van Bylen (from August 27, 2020)	–	66	–	186	182	186	0	186	0
Birgit Bierther (from January 25, 2019)	128	129	1	140	9	142	1	140	(1)
Armando Dente (from August 27, 2020)	–	49	–	140	186	140	0	139	(1)
Dr. Hans-Dieter Gerriets (from July 1, 2014)	140	127	(9)	140	10	140	0	139	(1)
Dr. Heike Hanagarth (from July 1, 2016)	94	81	(14)	94	16	99	5	107	8
Pamela Knapp (from May 15, 2018)	139	141	1	180	28	180	0	179	(1)
Lawrence A. Rosen (from May 13, 2015)	140	139	(1)	155	12	150	(3)	153	2
Iris Schmitz (from October 1, 2021)	–	–	–	31	–	140	352	139	(1)
Manuela Strauch (from July 1, 2015)	142	129	(9)	140	9	142	1	140	(1)
Dr. Rainier van Roessel (from May 25, 2022)	–	–	–	–	–	82	–	140	71

1) The change is against the previous year's figure adjusted for the reporting of the High Performance Materials business unit as a discontinued operation.

2) The increase is largely due to the profit transfer at LANXESS Deutschland GmbH in 2022, which was significantly higher than in the previous year as a result of the contribution of the High Performance Materials business unit to LXS Performance Materials GmbH.

3) The high percentage changes in some cases for former members of the Board of Management are due to one-time capital payments or retirement during the year.

Cologne, March 8, 2024

LANXESS Aktiengesellschaft

For the Board of Management

For the Supervisory Board

Matthias Zachert
Chairman of the Board
of Management

Oliver Stratmann
Chief Financial Officer

Dr. Matthias L. Wolfgruber
Chairman of the Supervisory Board

AUDITOR'S REPORT

To LANXESS AG, Cologne

We have audited the remuneration report of LANXESS AG, Cologne, for the financial year from January 1, 2023 to December 31, 2023 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of LANXESS AG are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as

evaluating the overall presentation of the remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1, 2023 to December 31, 2023, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with LANXESS AG. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Cologne, March 11, 2024

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Folker Trepte
Wirtschaftsprüfer
(German Public Auditor)

ppa. Daniel Deing
Wirtschaftsprüfer
(German Public Auditor)

Annexes to agenda item 6

Résumé of Hans van Bylen

Hans van Bylen

Born on April 26, 1961, in Berchem, Belgium

- › Nationality: Belgian
- › Self-employed consultant
- › Former Chairman of the Management Board of Henkel AG & Co. KGaA
- › Former President of Verband der Chemischen Industrie e.V. (VCI)
- › Member of the Supervisory Board of LANXESS AG since 2020 (appointed until 2024)

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

Hans 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, Hans 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, Hans 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, Hans van Bylen was President of Verband der Chemischen Industrie e.V. (VCI). He has extensive, long-term experience in all areas of production, sales and marketing of chemical products. In his executive role at an international corporation, Hans van Bylen gained extensive experience in the application of accounting principles, M&A transactions, corporate governance, and various aspects of sustainability reporting.

Memberships in the following other statutory supervisory boards:

- › LANXESS Deutschland GmbH, Cologne (office within the LANXESS Group)

Memberships in the following comparable domestic and foreign controlling bodies:

- › Ontex Group N.V., Erembodegem (Aalst), Belgium (Chairman) (listed company)
- › Akzo Nobel N.V., Amsterdam, Netherlands (listed company)
- › Etex N.V., Brussels, Belgium

Résumé of Lawrence A. Rosen

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 2024)

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

Lawrence A. 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, Lawrence A. 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. As a result of his economics background and due to his years of service as an executive of large international companies, Lawrence A. Rosen has extensive experience in the application of accounting principles, corporate finance, risk management, corporate governance, and M&A transactions.

Memberships in the following other statutory supervisory boards:

- › Deutsche Post AG, Bonn (listed company)
- › LANXESS Deutschland GmbH, Cologne (office within the LANXESS Group)

Memberships in the following comparable domestic and foreign controlling bodies:

- › Qiagen N.V., Venlo/Netherlands, (Chairman) (listed company)

Résumé of Dr. Hans-Joachim Müller

Dr. Hans-Joachim Müller

Born on April 18, 1959, in Göttingen, Germany

- › Nationality: German
- › Former Chief Executive Officer of Azelis Group N.V. (until December 31, 2023)
- › Former member of the Executive Committee of Clariant AG
- › Former member of the Managing Board of Süd-Chemie AG

Dr. Müller studied chemistry at the Ludwig Maximilian University of Munich, where he earned a doctorate in metal-organic chemistry. He also completed postdoctoral research into III-V semiconductors at the University of California, Los Angeles in the U.S. as well as various management programs (e.g. at London Business School and the Wharton School).

Dr. Müller began his career in 1989 as a research chemist at BASF AG. After serving in various management positions, in 1996 Dr. Müller was appointed Director of Technology and Catalysts in the Asia-Pacific region at BASF East Asia Ltd. in Hong Kong. In 2000, Dr. Müller returned to BASF AG as Global Director Specialty Chemicals. From 2001 to 2011, Dr. Müller continued his career at Süd-Chemie AG, initially as Head of the Catalytic Technologies business unit. In 2007, he was appointed to the Managing Board of Süd-Chemie as COO. Following the acquisition by Clariant AG, Dr. Müller was a member of that company's Executive Committee from 2011. In this role, his responsibilities included the integration of the acquired Süd-Chemie business as well as various sustainability issues. In November 2012, Dr. Müller was appointed Chief Executive Officer of Azelis Group N.V. and led the company on a continuous growth journey until his departure in December 2023. Dr. Müller has decades of extensive experience in the chemical industry, which he obtained in various management roles at large international corporations.

Memberships in the following other statutory supervisory boards:

- › TIB Chemicals AG, Mannheim (Chairman)

Memberships in the following comparable domestic and foreign controlling bodies:

- › None

II. ADDITIONAL INFORMATION ON CONVENING AND HOLDING THE ANNUAL STOCKHOLDERS' MEETING

In accordance with Article 14 Sentence 3 of the company's Articles of Association, the Board of Management has decided that the 2024 Annual Stockholders' Meeting will be held as a meeting without the physical presence of the stockholders or their authorized representatives at the venue of the Annual Stockholders' Meeting (virtual Annual Stockholders' Meeting). It is intended that all members of the Board of Management and the Supervisory Board will physically participate at the venue of the Annual Stockholders' Meeting.

The physical presence of the stockholders and their authorized representatives at the venue of the virtual Annual Stockholders' Meeting is therefore prohibited. Stockholders who are properly registered for the Annual Stockholders' Meeting are able to join the Annual Stockholders' Meeting electronically via the InvestorPortal on the company's website at

asm.lanxess.com

where they can watch the entire Annual Stockholders' Meeting as a livestream ("attend") and exercise their stockholder rights.

Stockholders who are properly registered can exercise their voting rights by electronic absentee ballot or by granting proxy authorization. Stockholders who attend the meeting electronically have the right to speak, the right to information and the right to submit motions and nominations by way of video communication at the meeting. They also have a right to object to a resolution of the Annual Stockholders' Meeting by way of electronic communication. The stockholders' rights can also be exercised by representatives. Further details are listed below.

1. Requirements for the participation in the virtual Annual Stockholders' Meeting and exercise of voting rights

The following stockholders are entitled to take part in the virtual Annual Stockholders' Meeting and to exercise voting rights

- › those who have registered in text form in German or English with the company and
- › have demonstrated their entitlement to take part in the Annual Stockholders' Meeting and exercise voting rights, either by documenting their shareholding via the last intermediary in text form in German or English or by

documenting their shareholding via the last intermediary under the requirements of Section 67c Para. 3 AktG in conjunction with Article 5 of Commission 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.

In accordance with Section 123 Para. 4 Sentence 2 AktG as amended by the Financing for the Future Act, the verification of stock ownership must make reference to the close of business on the twenty-second day prior to the Annual Stockholders' Meeting, i.e. Thursday, May 2, 2024, 24:00 (CEST) (evidence reference date). The evidence reference date substantively matches the date required under the previous rules of the old version of Section 123 Para. 4 Sentence 2 AktG and Article 15 Para. 2 Sentence 4 of the company's Articles of Association, which is the start of the twenty-first day prior to the Annual Stockholders' Meeting (Friday, May 3, 2024, 0:00 (CEST)).

Registration and proof of stock ownership must be received by the company no later than Friday, May 17, 2024, 24:00 (CEST) (date of receipt applies) at the following address:

LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich

E-mail: anmeldestelle@computershare.de

The evidence reference date shall be authoritative for attendance and exercise and for the scope of voting rights in the Annual Stockholders' Meeting. In the relationship with the company, as regards participation in the 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 timely receipt of registration and verification of stock ownership, stockholders entitled to attend shall be sent registration confirmation for the Annual Stockholders' Meeting. This can also be sent to representatives. Stockholders are asked to ensure in a timely way their registration and provision of the verification of stock ownership by their depository institution so as to facilitate the organization of the Annual Stockholders' Meeting.

2. Livestream of the entire Annual Stockholders' Meeting and electronic attendance

The entire Annual Stockholders' Meeting of the company will be broadcast via livestream on Friday, May 24, 2024, starting at 10:00 a.m. (CEST) for properly registered stockholders of the company or their representatives on the InvestorPortal.

Stockholders of the company and their authorized representatives who are properly registered can join the Annual Stockholders' Meeting electronically via the InvestorPortal on the company's website at

asm.lanxess.com

where they can watch the Annual Stockholders' Meeting as a livestream. Stockholders or their representatives will receive the required login information with their registration confirmation.

Other interested parties can watch the livestream of the speech by the chairman of the Board of Management online at asm.lanxess.com.

3. Exercise of voting rights

Stockholders can exercise their voting rights by absentee ballot or by granting authorization and issuing instructions to the proxies appointed by the company. In order to exercise voting rights, registration and proof of stock ownership (see Section II.1) are required. Voting rights can also be exercised by representatives.

a) Exercising voting rights by absentee ballot

Stockholders can exercise their voting rights by absentee ballot.

Absentee ballots can be submitted electronically on the InvestorPortal of the company at asm.lanxess.com. Absentee ballots can also be submitted via the InvestorPortal during the Annual Stockholders' Meeting, but must be completed

no later than the time designated by the meeting chair for the voting process.

Absentee ballots can also be submitted to the company in writing or in text form by e-mail by no later than Thursday, May 23, 2024, 24:00 (CEST) (date of receipt applies) using the following contact information:

LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich

E-mail: anmeldestelle@computershare.de

The form that must be used to vote by mail can be downloaded from the company's website at asm.lanxess.com.

For information about revoking or amending an absentee ballot that was cast, and the relationship between absentee ballots cast and the representatives (with instructions) to the company proxies, see the provisions under c).

b) Voting rights exercised by proxies appointed by the company

Stockholders have the option to authorize the proxy appointed by the company to exercise the voting rights.

The proxies will exercise the voting rights only as instructed if they are authorized. The proxies must be given authorization and instructions on how to exercise the voting rights with regard to each agenda item that will be voted on. In the absence of explicit or clear instructions, proxies shall abstain from voting. The proxies will not accept any instructions to exercise other participation rights (such as asking questions or submitting motions, issuing declarations or objecting to resolutions of the Annual Stockholders' Meeting).

Authorizations and instructions to the company proxies can be issued electronically on the InvestorPortal via the company's website at asm.lanxess.com. Authorizations and instructions can also be issued via the InvestorPortal during the Annual Stockholders' Meeting, but for voting rights to be exercised must be completed no later than the time designated by the meeting chair for the voting process.

The authorization and instructions to the company proxies can be submitted in writing or in text form by e-mail by no later than Thursday, May 23, 2024, 24:00 (CEST) (date of receipt applies) using the following contact information:

LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich

E-mail: anmeldestelle@computershare.de

The form that must be used to issue authorization and instructions is sent together with the registration confirmation or can be downloaded from the company's website at asm.lanxess.com.

For information about revoking or amending an authorization (with instructions) to the company proxies and the relationship between the authorizations (with instructions) granted to the company proxies and the absentee ballots cast, see the provisions under c).

c) Amending and revoking absentee ballots cast or authorizations (with instructions) issued, relationship of absentee ballots to authorizations (with instructions) issued

Revoking or amending absentee ballots cast or authorizations and instructions issued to the company proxies can be done in writing or in text form by e-mail no later than Thursday, May 23, 2024, 24:00 (CEST) (date of receipt applies) using the following contact information:

LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich

E-mail: anmeldestelle@computershare.de

They can also be revoked or amended via the InvestorPortal no later than the time designated by the meeting chair for the voting process.

If multiple contradictory statements for the exercise of one kind of voting right are submitted before the deadline via different transmission routes, the statements will be recognized in the following order irrespective of the date of their submission: (1) statements submitted via the InvestorPortal, (2) statements submitted via e-mail, (3) statements submitted in paper form.

If multiple contradictory statements for the exercise of one kind of voting right are submitted via the same transmission route, the most recently submitted statement for the exercise of voting rights will be recognized.

If absentee ballots, authorizations and instructions to the company proxies are received for the same stock ownership, the absentee ballots will always take priority; the company proxies will therefore not utilize any authorizations granted to them and will not represent the relevant shares.

4. Exercise of shareholder voting rights by a representative

After granting authorization, properly registered stockholders (see Section II.1) can have a representative – such as an intermediary, a voting rights advisor, a stockholders' association or other third party – exercise their voting rights and their other shareholder rights.

Representatives can join the Annual Stockholders' Meeting electronically via the InvestorPortal, where they can watch it as a livestream and exercise the voting rights for the stockholders they represent by absentee ballot or by issuing a (sub-)authorization to the company proxies. The use of the company's InvestorPortal, in particular the electronic attendance of the Annual Stockholders' Meeting, by the representative requires that the person granting authorization provide the representative with the login information that was sent with the registration confirmation for the Annual Stockholders' Meeting if the login information was not sent directly to the representative.

The authorization can be granted by declaration to the representative or to the company.

Authorization, revocation of such proxy and, in the case of declaration to the representative, 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 according to Section 135 AktG (proxy granted to intermediaries, voting rights advisors, stockholders' associations or professional agents), there is no text form requirement. However, the proxy statement must be in a verifiable form. The proxy statement must furthermore be complete and may contain only statements related to exercising voting rights. Stockholders are asked in these cases to check the form of proxy in advance with the institutions or persons being authorized.

The authorization can be submitted to the company in writing or in text form by e-mail using the following contact information:

LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich

E-mail: anmeldestelle@computershare.de

A form that can be used to issue authorization can be downloaded from the company's website at asm.lanxess.com. Proof of authorization to the representative can be transmitted via the above e-mail address.

The authorization can also be granted to the company on the company's InvestorPortal via the company's website at asm.lanxess.com. Authorization can also be granted via the InvestorPortal during the virtual Annual Stockholders' Meeting. Proof of authorization to the representative is not possible via the InvestorPortal. The above e-mail address can be used for this.

If a shareholder authorizes more than one person, the company can reject one or more of them. For more details on granting authorization, stockholders can refer to the information on the absentee ballot and proxy form or on the website (asm.lanxess.com).

5. Motions for addendum to the agenda

Stockholders whose total shares together amount to one-twentieth of the capital stock or a pro-rated amount of EUR 500,000.00 (the latter corresponds to 500,000 shares) may demand under Section 122 Para. 2 AktG that items be added to the agenda and announced. Each new item must be accompanied by a justification or proposal.

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

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

or in electronic form with a qualified electronic signature (Section 126a BGB) by e-mail to the following address:

hv2024@lanxess.com

The request must be received by the company at least 30 days before the meeting, i.e. no later than Tuesday, April 23, 2024, 24:00 (CEST) (date of receipt applies). 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.

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

6. Motions and voting nominations by stockholders in accordance with Section 126 Para. 1 and Section 127 AktG

Stockholders can submit motions against the proposals of the Board of Management and/or Supervisory Board on a particular agenda item as well as nominate Supervisory Board members (agenda item 6) for election.

Such motions and nominations must be sent exclusively to the address below and must be received there at least 14 days before the Annual Stockholders' Meeting, i.e. no later than Thursday, May 9, 2024, 24:00 (CEST) (date of receipt applies):

LANXESS Aktiengesellschaft
Legal & Compliance Group function
Kennedyplatz 1
50569 Cologne

E-mail: hv2024@lanxess.com

Motions and nominations, plus any reasoning, 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.

At the virtual Annual Stockholders' Meeting, motions and nominations that must be made available will be considered submitted at the time they are made available. The right to vote on such motions can be exercised (also before the Annual Stockholders' Meeting) as soon as the requirements for the exercise of voting rights are met (see Section II.1). If the stockholder who submitted the motion is not properly registered for the Annual Stockholders' Meeting, the motion does not have to be dealt with at the meeting. Stockholders or their representatives can also submit motions at the Annual Stockholders' Meeting itself without sending them in advance (see Section II.9.). Voting rights on motions or nominations that are made available before the Annual Stockholders' Meeting and are thus considered submitted can be exercised via the InvestorPortal or using the updated form on the company's website at asm.lanxess.com. Voting rights on motions or nominations submitted at the Annual Stockholders' Meeting can be exercised only via the InvestorPortal.

Further information, in particular about the circumstances in which countermotions and nominations do not have to be made available, can be found on the website of the company at asm.lanxess.com.

7. Right to submit position statements

Stockholders who are properly registered for the Annual Stockholders' Meeting (see Section II.1) have the right, before the Annual Stockholders' Meeting, to submit position statements regarding the items of the agenda by way of electronic communication via the InvestorPortal at asm.lanxess.com.

Position statements must be submitted by no later than five days prior to the Annual Stockholders' Meeting, i.e. by Saturday, May 18, 2024, 24:00 (CEST). Their length must not exceed 10,000 characters (including spaces). Only one position statement can be submitted per securities account.

Position statements that must be made available are made available to all stockholders who are properly registered for the Annual Stockholders' Meeting on the InvestorPortal with publication of the stockholder's name by no later than four days prior to the Annual Stockholders' Meeting, i.e. by

Sunday, May 19, 2024, 24:00 (CEST) at the latest. Position statements are not made available if this would render the Board of Management criminally liable, the position statement makes manifestly false or misleading statements regarding key aspects or if it is offensive, or if the stockholder indicates that they will not attend the Annual Stockholders' Meeting and will not be represented by a proxy.

Motions and nominations, questions and objections to resolutions of the Annual Stockholders' Meeting that are contained in position statements will not be recognized as such. These may only be submitted or declared in the ways indicated separately in this notice convening the Annual Stockholders' Meeting.

8. Right to speak and right to information at the Annual Stockholders' Meeting

Stockholders who attend the Annual Stockholders' Meeting electronically have a right to speak and a right to information at the Annual Stockholders' Meeting. It is not possible to submit questions in advance of the Annual Stockholders' Meeting. Requests for information may be part of a spoken contribution.

The right to speak and the right to information must be exercised by using the video communication offered by the company on the InvestorPortal, which requires stockholders to join the Annual Stockholders' Meeting electronically (see Section II.2). Exercise requires each shareholder to submit a request to speak via the button provided on the InvestorPortal. This is only possible from 09:30 a.m. (CEST) on the day of the Annual Stockholders' Meeting until the time designated by the meeting chair.

The right to speak and the right to information can also be exercised by representatives of a stockholder. However, the proxies appointed by the company do not exercise these rights for the stockholders they represent.

The company reserves the right to test the functionality of the video communication between shareholder or representative and the company at the Annual Stockholders' Meeting in advance and to deny the request to speak if functionality is not guaranteed.

In accordance with the company's Articles of Association, the meeting chair is authorized to impose appropriate time limits on the stockholders' right to speak and ask questions. If appropriate, he is particularly authorized to limit the question and/or speaking time of individual or all stockholders on individual or all agenda items of the Annual Stockholders'

Meeting at the beginning or during the course of the Annual Stockholders' Meeting and, if this is legally permissible in view of the proper performance of the Annual Stockholders' Meeting, to order the end of the debate. This authorization also applies to the virtual Annual Stockholders' Meeting.

Further information on the right to information is available on the company's website at asm.lanxess.com.

9. Motions and nominations at the Annual Stockholders' Meeting

Stockholders who attend the Annual Stockholders' Meeting electronically have the right to submit motions and nominations at the Annual Stockholders' Meeting. This also applies to countermotions in accordance with Section 126 AktG and nominations in accordance with Section 127 AktG, regardless of whether they were made available or not. Motions and nominations may be part of a spoken contribution.

These rights must be exercised at the Annual Stockholders' Meeting by using the video communication offered by the company on the InvestorPortal, which requires stockholders to join the Annual Stockholders' Meeting electronically (see Section II.2). Exercise requires each shareholder to submit a request to speak via the button provided on the InvestorPortal. This is only possible from 09:30 a.m. (CEST) on the day of the Annual Stockholders' Meeting.

The above rights can also be exercised by representatives of a stockholder. However, the proxies appointed by the company do not exercise the above rights for the stockholders they represent.

The company reserves the right to test the functionality of the video communication between shareholder or representative and the company at the Annual Stockholders' Meeting in advance and to deny the request to speak if functionality is not guaranteed.

10. Stockholders' right of objection

Stockholders who attend the meeting electronically (see Section II.2) or their representatives can object to resolutions of the Annual Stockholders' Meeting by way of electronic communication for the records of the officiating notary from the start to the end of the virtual Annual Stockholders' Meeting via the company's InvestorPortal (asm.lanxess.com). The company's proxies will not object to any resolutions of the Annual Stockholders' Meeting for the records of the officiating notary.

11. List of attendees

Once completed at the virtual Annual Stockholders' Meeting, the list of attendees is made available to all stockholders attending the Annual Stockholders' Meeting electronically or their representatives via the company's InvestorPortal (asm.lanxess.com).

12. Total number of shares and voting rights

At the time of the notice convening the Annual Stockholders' Meeting, a total of 86,346,303 no-par value shares have been issued. Each share issued equals one vote.

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, 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 voting results 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 (see Section III).

Cologne, April 2024

LANXESS Aktiengesellschaft

The Board of Management

III. INFORMATION ON DATA PRIVACY FOR STOCKHOLDERS

Controller

The controller responsible for the processing of personal data is LANXESS Aktiengesellschaft, Kennedyplatz 1, 50569 Cologne.

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

LANXESS Aktiengesellschaft
Data Protection Officer
Kennedyplatz 1
50569 Cologne

E-mail: datenschutz@lanxess.com

Purposes and legal bases for processing

LANXESS Aktiengesellschaft is the controller in charge of processing personal data of stockholders (last and first names, address, e-mail address, number of shares, type of share ownership and registration number) and if necessary any personal data of the stockholder representatives in accordance with the EU General Data Protection Regulation (GDPR), the German Federal Data Protection Act (BDSG), the German Stock Corporation Act (AktG) and other relevant legislation. Insofar as data processing is based on the company's legitimate interests, the provision of personal data is not a statutory or contractual requirement.

LANXESS Aktiengesellschaft generally receives stockholders' personal data via the registration office from the last intermediary, who keeps custody of the shares on behalf of the shareholder. In some cases, LANXESS Aktiengesellschaft can also receive personal data directly from the stockholders. The personal data of stockholders and stockholder representatives (e.g. in the case of position statements on the agenda submitted in advance, motions for addendum to the agenda, objections filed or requests to speak) is required by law for the proper preparation, performance and follow-up of the virtual Annual Stockholders' Meeting, for stockholders or stockholder representatives to exercise their voting rights, and for taking part in the Annual Stockholders' Meeting via livestream. If personal data is not provided, it is not possible to attend the Annual Stockholders' Meeting. The legal basis for processing is Article 6 Para. 1 Sentence 1 c) GDPR in conjunction with Section 67e, Sections 118 et seq., Section 130a AktG.

Furthermore, data processing that is expedient for the organization the virtual Annual Stockholders' Meeting is permitted on the basis of the company's legitimate interests (Article 6 Para. 1 Sentence 1 f) GDPR).

LANXESS Aktiengesellschaft may process the personal data of stockholders and stockholder representatives in order to fulfill further statutory obligations such as regulatory requirements or retention obligations under securities law, commercial law, and/or tax law. The legal basis for processing is Article 6 Para. 1 Sentence 1 c) GDPR in conjunction with the legal provision that gives rise to the obligation.

Operation of the stockholder portal requires cookies to be stored on the device used to access the portal. The legal basis for this data processing is Section 25, Para. 2, No. 2 of the German Telecommunications and Telemedia Data Protection Act (TTDSG). These cookies are required for technical reasons to guarantee the functionality of the website.

Recipients of your data

The providers mandated by LANXESS Aktiengesellschaft for the purposes of the organization and follow-up of 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 (Article 28 GDPR). 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, particularly the names, of stockholders or stockholder representatives that exercise their voting rights or other rights will be provided to other stockholders and stockholder representatives (particularly concerning the list of attendees under Section 129 AktG) in accordance with the law. This also applies to personal data in any position statements that the stockholders or their representatives have submitted in advance (Section 130a Para. 3 AktG), in objections raised and in connection with a notice of stockholder motions for addendum to the agenda and the communication of countermotions and nominations. Insofar as this is necessary for the proper performance of the Annual Stockholders' Meeting or to safeguard its legitimate interests, the company also shares any personal data with the notary and the lawyers it has mandated, who are subject to a professional duty

of confidentiality. In these cases, the legal basis is Article 6 Para. 1 Sentence 1 c) GDPR in conjunction with the legal provision that gives rise to an obligation to publish, or, if there is no legal obligation to publish names, Article 6 Para. 1 Sentence 1 f) GDPR.

In addition, LANXESS Aktiengesellschaft can be legally obligated to share personal data of stockholders or their representatives with further recipients such as government authorities in order to fulfill statutory reporting obligations. The legal basis is Article.

Duration of storage

LANXESS Aktiengesellschaft will delete or anonymize the personal data of the stockholders and stockholder representatives in accordance with the law if and when the two-year consultation period in accordance with Section 129 Para. 4 AktG has expired, the personal data is no longer necessary 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 other legal retention obligations or circumstances which justify storage.

Rights of data subjects

If the legal requirements are met, which must be verified on a case-by-case basis, the stockholders and their representatives have the right to use the above contact information 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. In addition, the stockholders and their representatives have the right to file a complaint with the responsible supervisory authorities as well as the right to receive their personal data in a structured, commonly used and machine-readable format (right to data portability).

Where and insofar as personal data is processed on the basis of the company's legitimate interests (Article 6 Para. 1 Sentence 1 f) GDPR), the stockholders or stockholder representatives also have a right to object to the processing of their personal data if the legal requirements are met, which must be verified on a case-by-case basis.

You can exercise the rights by using the e-mail address datenschutz@lanxess.com or the above contact information.

For more information on data privacy, stockholders and their representatives should consult the LANXESS AG website at

<https://lanxess.com/en/Mandatory-Information/Privacy-Statements>

CONTACT

Investor Relations
Tel. +49 (0)221 8885-1272

You can find the annual report on
our website:
<https://lanxess.com/en/Investors/Reporting>

www.lanxess.com

WKN 547040
ISIN DE0005470405

LANXESS Aktiengesellschaft
Kennedyplatz 1
50569 Cologne
Germany