

# Invitation

## to the Annual Stockholders' Meeting 2022

of LANXESS Aktiengesellschaft, with its registered office in Cologne

20

22

# 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 Wednesday, May 25, 2022,  
at 10:00 a.m. CEST.**

With the approval of the Supervisory Board, the virtual Annual Stockholders' Meeting will be held without the physical presence of the stockholders or their authorized representatives on the basis of Section 1 of the German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law ("COVID-19 Act").

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. The stockholders and their authorized representatives (except for the proxies appointed by the company) are neither entitled nor able to be physically present at the venue of the Annual Stockholders' Meeting. The entire Annual Stockholders' Meeting will be broadcast (livestream) for the registered stockholders or their representatives on the InvestorPortal on the company's website

**[asm.lanxess.com](https://asm.lanxess.com)**

The stockholders can exercise their voting rights only in writing or by granting authorization to the proxies appointed by the company. The stockholders are requested to make particular note of the section "Performance of the Annual Stockholders' Meeting as a virtual annual meeting" (see Section II.1).

## I. AGENDA

### 1. Presentation of the approved annual financial statement and the adopted consolidated financial statement for the year ended December 31, 2021, 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 2021

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](http://asm.lanxess.com). The manuscript of the Chairman of the Board of Management's speech on this agenda item will be published there in advance in order to allow registered stockholders to submit questions on the subject.

### 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 101,858,175.70 for the fiscal year 2021 shall be used as follows:

– Distribution of a dividend of	EUR 1.05
per dividend-bearing no-par value share	EUR 90,663,618.15,
– Profit carried forward	EUR 11,194,557.55,
Total net retained profits	EUR 101,858,175.70.

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 1.05 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 Tuesday, May 31, 2022.

### 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 2021 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 2021 with respect to that fiscal year.

### 5. Appointment of the auditor

Upon recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be appointed as

5.1 auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2022, as well as

5.2 auditor for the review of the abbreviated financial statements and the interim management report for the Group as contained in the 2022 half-year report.

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

### 6. Resolution on the approval of the compensation report for the fiscal year 2021

Pursuant to the newly created Section 120a Para. 4 AktG resulting from the Second Shareholder Rights Directive Implementation Act (ARUG II), the Annual Stockholders' Meeting must adopt a resolution on the approval of the compensation report for the preceding fiscal year prepared and audited pursuant to Section 162 AktG.

The Board of Management and the Supervisory Board have prepared a compensation report pursuant to Section 162 AktG for fiscal year 2021. Pursuant to Section 162 Para. 3 AktG, the auditor 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 of LANXESS Aktiengesellschaft are reproduced in the annex to this agenda.

The Board of Management and Supervisory Board propose the approval of the compensation report for fiscal year 2021 reproduced in the annex to this agenda.

## 7. Election to the Supervisory Board

The terms in office of Dr. Heike Hanagarth and Mr. Theo H. Walthie end at the close of the Annual Stockholders' Meeting on Wednesday, May 25, 2022. Dr. Heike Hanagarth is available for re-election for four years. Mr. Theo H. Walthie is no longer a candidate. In his place, the Supervisory Board nominates Dr. Rainier van Roessel as a candidate for election to the Supervisory Board.

In accordance with Sections 96 Para. 1 and 2, 101 Para. 1 AktG, Sections 1 Para. 1, 7 Para. 1 Sentence 1 No. 1, Para. 2 No. 1 and Para. 3 of the German Codetermination Act and Article 8 Para. 1 of the Articles of Association, the Supervisory Board of LANXESS Aktiengesellschaft comprises six members elected by the stockholders and six members elected by the employees and at least 30% women and at least 30% men.

As the stockholder representatives raised an objection 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 currently complied with by the stockholder and employee representatives. As a result of the minimum percentage requirement, at least one woman must be elected to the Supervisory Board in the upcoming elections of stockholder representatives.

The Supervisory Board proposes that

### 7.1 Dr. Heike Hanagarth,

Gleiszellen-Gleishorbach, Germany,  
management consultant,  
former member of the Board of Management  
of Deutsche Bahn AG,

### 7.2 Dr. Rainier van Roessel,

Bergisch Gladbach, Germany,  
self-employed consultant,  
former member of the Board of Management and Labor  
Relations Director of LANXESS Aktiengesellschaft,

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 2025.

The Supervisory Board's nominations are based on the recommendations of the Supervisory Board's Nominations Committee. The intention is to carry out the elections to the Supervisory Board as a single election.

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).

### Dr. Heike Hanagarth

- a) LANXESS Deutschland GmbH, Cologne
- b) Gilde Buy Out Partners BV, Utrecht, Netherlands (Advisory Board)  
NXT Boardroom GmbH, Munich (Advisory Board)  
Martur Fompak International/Automotive Seating Systems AS, Istanbul, Turkey (Non-Executive Board Member)

### Dr. Rainier van Roessel

- a) K+S Aktiengesellschaft, Kassel  
K+S Minerals and Agriculture GmbH, Kassel
- 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.

Besides the fact that Dr. Heike Hanagarth is already a member of the Supervisory Board of the company and the Supervisory Board of its subsidiary LANXESS Deutschland GmbH and that Dr. Rainier van Roessel as a former member of the company's Board of Management who departed on December 31, 2019, receives retirement benefits from the company and still has rights from the long-term variable compensation component granted to him as a Board of Management member, there are in the Supervisory Board's opinion no personal or business relationships as defined by the German Corporate Governance Code between the nominated candidates and LANXESS Aktiengesellschaft, its Group companies, the executive bodies of LANXESS Aktiengesellschaft or any stockholder with a significant interest in LANXESS Aktiengesellschaft that would be relevant to the Annual Stockholders' Meeting's decision in the election. The Supervisory Board also deems the two nominated candidates to be independent in accordance with the German Corporate Governance Code.

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

## ANNEXES TO THE AGENDA

### Annex to agenda item 6: compensation report

#### **Compensation Report 2021**

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 December 16, 2019. 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 2021. 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.

#### **Compensation of the Board of Management**

##### **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 new version of the GCGC. Taking particular account of LANXESS's sustainable and strategic alignment, significant changes were implemented in the new compensation

system. 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 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 new compensation system has applied to the current Board of Management contracts, with one exception, since January 1, 2021. In order to maintain the previously agreed proportions of the individual compensation elements and thus the total compensation amount, in the current contracts the promised compensation and the previously agreed proportions of the individual compensation elements will deviate from the regulations of the revised compensation system until new Board of Management contracts are concluded.

In the case of future (re-)appointments of Board of Management members, the Supervisory Board will apply the new compensation system to all new Board of Management contracts. This has already happened in the case of the new employment contract concluded for Dr. Borkowsky in the context of his reappointment as a member of the Board of Management with effect from June 1, 2022.

With one exception, the existing Board of Management contracts follow the GCGC recommendation that the proportion of long-term variable compensation should outweigh that of short-term variable compensation.

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. If necessary, it advises the Supervisory Board to make changes.

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.

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. 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 companies<sup>1)</sup>. 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 include, 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 for fiscal year 2021.

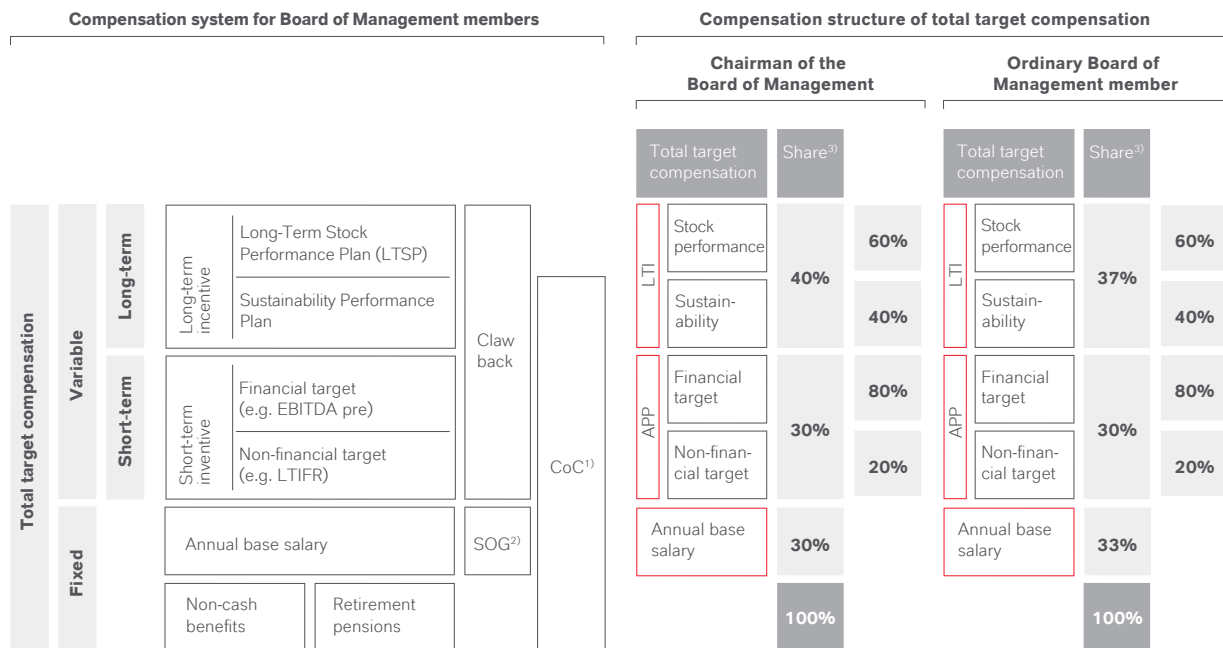
In accordance with the German Stock Corporation Act, the Supervisory Board may temporarily deviate from the compensation system if this is necessary in the interests of the company's long-term wellbeing and if it specifies the compensation system, the deviation process and the components of the compensation system from which it may deviate. 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. The Supervisory Board did not exercise the option to deviate from the compensation system in fiscal year 2021.

### **Overview of Compensation Components**

With effect from January 1, 2021, the compensation system includes 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.

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

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



1) Change of control

2) Share Ownership Guideline

3) Corresponds to the compensation system applicable since January 1, 2021 and applies to all future (re-)appointments of Board of Management members in the new Board of Management contracts to be concluded.

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 – the Annual Performance Payment (APP) for the Board of Management 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 determined such that the long-term compensation components outweigh the short-term ones.

Until new Board of Management contracts are concluded, the proportions of the individual compensation components based on the existing Board of Management contracts will deviate from the above regulations of the compensation system that came into force as of January 1, 2021. In addition, a tranche (2021–2023 tranche) of the long-term variable compensation program Long-Term Performance Bonus, which has been replaced by the SPP in the new compensation system, was committed for the last time for fiscal year 2021.



## Compensation of the Board of Management in Fiscal Year 2021

### 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 personal performance into account. It is paid each month in twelve equal parts as a salary. In fiscal year 2021, the annual base salary amounted to €1,350 thousand for the Chairman of the Board of Management, Matthias Zachert, €500 thousand for Dr. Anno Borkowsky, €450 thousand for Dr. Stephanie Coßmann and €600 thousand each for Michael Pontzen and Dr. Hubert Fink. For the Board of Management members, non-cash benefits are capped at 15% of their individual annual base salary.

### Short-term variable compensation

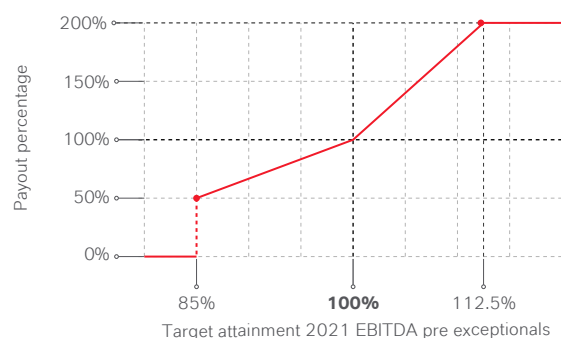
The Board of Management's APP considers two measurable performance criteria:

- › 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. For fiscal year 2021, the maximum APP payout percentage is 200%.

For fiscal year 2021, the target attainment and payment curve presented and explained below apply to the financial performance criterion of the APP.

### APP: Target Attainment and Payment Curve for the Financial Performance Criterion EBITDApre



EBITDApre	Target attainment	Payout percentage
€1,024 million	112.5%	200%
<b>(Target) €910 million</b>	<b>100%</b>	<b>100%</b>
€774 million	85%	50%
< €774 million	< 85%	0%

Actual target attainment for fiscal year 2021		
EBITDApre	Target attainment <sup>1)</sup>	Payout percentage
€1,010 million	107.5%	160%

1) Adjusted for the EBITDA-pre contribution of acquisitions, whose contribution also was not included in the target value.

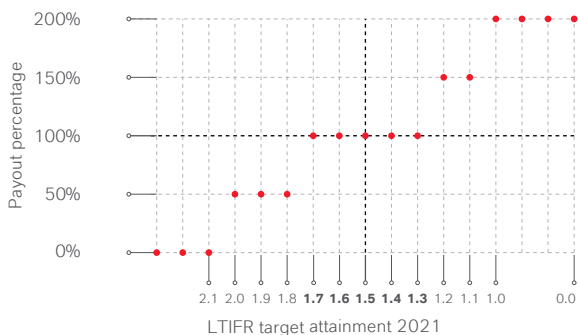
The financial performance criterion for the short-term variable compensation, the APP, is currently the LANXESS Group's key performance indicator, EBITDA (operating earnings before depreciation, amortization, write-downs and reversals) pre exceptionals ("EBITDA pre"). EBITDA pre exceptionals is the most 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 €910 million for fiscal year 2021 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 15% 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. The steeper gradient of the payment curve if the 100% target is exceeded provides a special financial incentive to exceed the target, which is difficult to achieve as it is.

For fiscal year 2021, 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
< 1.0	200%
1.1 – 1.2	150%
<b>1.3 – 1.7</b> <b>(Target: 1.5)</b>	<b>100%</b>
1.8 – 2.0	50%
> 2.0	0%

Actual target attainment for fiscal year 2021	
LTIFR	Payout percentage
0.9	200%

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. An LTIFR of between 1.3 and 1.7 equates to 100% target attainment and results in a payout percentage of 100% for the non-financial performance criterion. If the LTIFR is 1.0 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 higher than 2.0, the payout percentage falls to 0%. The long-term goal is to avoid any accidents. Compared with other companies in the chemical industry and the past trend at LANXESS, the target set for 2021 was an ambitious one.

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. For the Chairman of the Board of Management, 100% target attainment corresponds to 125% of the annual base salary.

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 2021.

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.

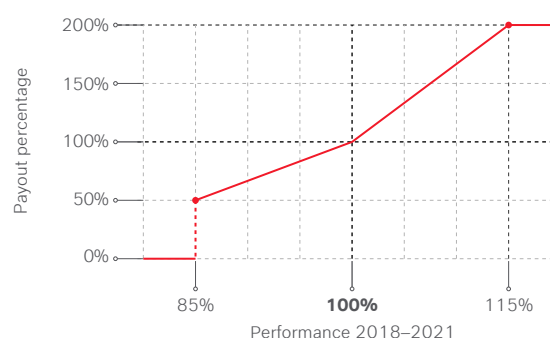
With 100% target attainment each, the proportion of the LTSP comes to 60% and that of the SPP to 40% of the individual LTI.

The stock-based LTSP is based on the performance of LANXESS stock against a reference index, currently the MSCI World Chemicals Index, which was first used as a basis for the LTSP 2014–2017 established in 2014. The LTSP 2018–2021, in place since 2018, is 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 respective four-year 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 rights granted by the LTSP may be exercised during a three-year exercise period at the end of the four-year vesting period. The exercise period for the 2013 tranche, which was the only outstanding tranche from the earlier program (LTSP 2010–2013) and ended on January 31, 2022, was five years.

For fiscal years 2018–2021, 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
<b>(Target) 100%</b>	<b>100%</b>	<b>€1.00</b>
85%	50%	€0.50
< 85%	0%	€0

Actual target attainment for the 2018 tranche		
Performance	Payout percentage	Value of right
91.2%	71%	€0.71

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. The payment curve plots a straight line between this 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%. The maximum payment thus amounts to 120% or 135% of the annual base salary. 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.

The development of the number of outstanding rights in stock-based compensation for fiscal year 2021 is shown in the following table:

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

		LTSP 2010–2013		LTSP 2014–2017		LTSP 2018–2021			<b>Total</b>
		2012 tranche	2013 tranche	2017 tranche	2018 tranche	2019 tranche	2020 tranche	2021 tranche	
		Vesting periods Feb. 1, 2012– Jan. 31, 2016	Feb. 1, 2013– Jan. 31, 2017	Feb. 1, 2017– Jan. 31, 2021	Jan. 1, 2018– Dec. 31, 2021	Jan. 1, 2019– Dec. 31, 2022	Jan. 1, 2020– Dec. 31, 2023	Jan. 1, 2021– Dec. 31, 2024	
	Exercise period/date	Feb. 1, 2016– Jan. 31, 2021	Feb. 1, 2017– Jan. 31, 2022	Feb. 1, 2021– Jan. 31, 2024	Feb. 1, 2022	Feb. 1, 2023	Feb. 1, 2024	Feb. 1, 2025	
Matthias Zachert	Outstanding rights as of January 1, 2021	810,000	810,000	810,000	810,000	810,000	911,250		<b>4,961,250</b>
	Allocated							911,250	<b>911,250</b>
	Fulfilled				810,000				<b>810,000</b>
	Forfeited	810,000							<b>810,000</b>
	Outstanding rights as of December 31, 2021	0	810,000	810,000	0	810,000	911,250	911,250	<b>4,252,500</b>
Dr. Anno Borkowsky	Outstanding rights as of January 1, 2021					175,000	300,000		<b>475,000</b>
	Allocated							300,000	<b>300,000</b>
	Outstanding rights as of December 31, 2021					175,000	300,000	300,000	<b>775,000</b>
Dr. Stephanie Coßmann	Outstanding rights as of January 1, 2021						270,000		<b>270,000</b>
	Allocated							270,000	<b>270,000</b>
	Outstanding rights as of December 31, 2021						270,000	270,000	<b>540,000</b>
Dr. Hubert Fink	Outstanding rights as of January 1, 2021	270,000	270,000	270,000	330,000	330,000	360,000		<b>1,830,000</b>
	Allocated							360,000	<b>360,000</b>
	Fulfilled				330,000				<b>330,000</b>
	Forfeited	270,000							<b>270,000</b>
	Outstanding rights as of December 31, 2021	0	270,000	270,000	0	330,000	360,000	360,000	<b>1,590,000</b>
Michael Pontzen	Outstanding rights as of January 1, 2021	270,000	270,000	270,000	330,000	330,000	360,000		<b>1,830,000</b>
	Allocated							360,000	<b>360,000</b>
	Fulfilled				330,000				<b>330,000</b>
	Forfeited	270,000							<b>270,000</b>
	Outstanding rights as of December 31, 2021	0	270,000	270,000	0	330,000	360,000	360,000	<b>1,590,000</b>

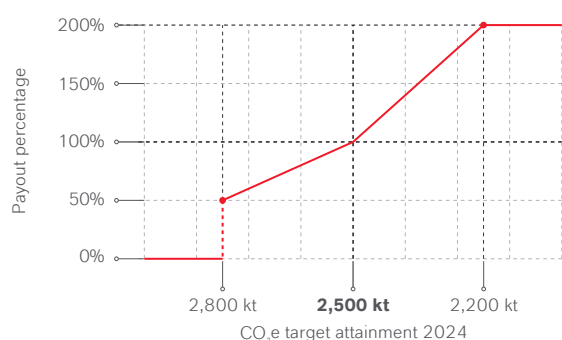
## Development of the Number of Outstanding Rights in Stock-Based Compensation

	LTSP 2010–2013		LTSP 2014–2017		LTSP 2018–2021			Total
	2012 tranche	2013 tranche	2017 tranche	2018 tranche	2019 tranche	2020 tranche	2021 tranche	
Vesting periods	Feb. 1, 2012– Jan. 31, 2016	Feb. 1, 2013– Jan. 31, 2017	Feb. 1, 2017– Jan. 31, 2021	Jan. 1, 2018– Dec. 31, 2021	Jan. 1, 2019– Dec. 31, 2022	Jan. 1, 2020– Dec. 31, 2023	Jan. 1, 2021– Dec. 31, 2024	
Exercise period/date	Feb. 1, 2016– Jan. 31, 2021	Feb. 1, 2017– Jan. 31, 2022	Feb. 1, 2021– Jan. 31, 2024	Feb. 1, 2022	Feb. 1, 2023	Feb. 1, 2024	Feb. 1, 2025	
<b>Board of Management member no longer in office</b>								
Outstanding rights as of January 1, 2021	322,500	322,500	390,000	390,000	390,000			<b>1,815,000</b>
Dr. Rainier van Roessel				390,000				<b>390,000</b>
Fulfilled								
Forfeited	322,500							<b>322,500</b>
Outstanding rights as of December 31, 2021	0	322,500	390,000	0	390,000			<b>1,102,500</b>

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 CO<sub>2</sub>e emissions reduction for the first time for 2024, which is included in the SPP as a performance criteria. 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 assessment period 2021–2024, the target attainment and payment curve presented and explained below apply to the non-financial performance criterion of the LTI.

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



CO <sub>2</sub> e emissions	Payout percentage
≤ 2,200 kt	200%
<b>Target 2,500 kt</b>	<b>100%</b>
2,800 kt	50%
> 2,800 kt	0%

**Actual target attainment 2021–2024**

CO <sub>2</sub> e emissions	Payout percentage
Determination of target attainment at the end of 2024	

In the case of M&A transactions, the target values are adjusted by the CO<sub>2</sub>e values of the target.

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 under the SPP. In the case of CO<sub>2</sub>e emissions of 2,200 kt or lower, the payout percentage is 200%. The maximum payment thus comes to 90% of the annual base salary. If CO<sub>2</sub>e emissions exceed 2,800 kt, there is no payout.

Both LTI payment curves plot a straight line between the target value of 100% and the lower or upper limit (0% and 200%). Like in the APP and 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 CO<sub>2</sub>e 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, is expiring and will end 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 and for the 2019–2021 and 2020–2022 tranches, which also include fiscal year 2021, the compensation for the performance achieved in full in 2021 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% of the annual base salary applicable at the end of the reporting year, applying the APP target attainment in 2021.

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 current Board of Management members for fiscal year 2021

The table below shows the individual target compensation promised to the current Board of Management members for fiscal year 2021 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	Retirement pensions	Short-term	Long-term		
				APP	LTI		
				APP 2021	SPP	LTSP <sup>1)</sup>	
Matthias Zachert	1,350	203	759	1,688	607	911	5,518
Dr. Anno Borkowsky	500	75	250	500	225	300	1,850
Dr. Stephanie Coßmann	450	68	225	450	202	270	1,665
Dr. Hubert Fink	600	90	300	600	270	360	2,220
Michael Pontzen	600	90	300	600	270	360	2,220

1) LTSP 2018–2021 (2021 tranche) vesting period (2021–2024).

Under the old compensation system already, the members of the Board of Management were promised an LTPB tranche for the last time (2021–2023 tranche). 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.

#### Relative compensation in the case of 100% target attainment

In fiscal year 2021, the target total direct compensation of the Chairman of the Board of Management amounted to 57 times the average target total direct compensation of all employees in Germany (not including the Board of Management). The target total direct compensation of all Board of Management members amounted to 28 times the average target total direct compensation of all employees in Germany (not including the Board of Management). The target total direct compensation comprises

the annual base salary and variable compensation components in the case of 100% target attainment, not including contributions to the pension plan, non-cash benefits and overtime compensation.

#### 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 2021, 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 <sup>3)</sup>
	Annual base salary	Non-cash benefits	Pension contributions	Short-term	Long-term			
				APP 2021 <sup>1)</sup>	LTPB <sup>2)</sup>	LTSP tranche 2018		
Matthias Zachert	1,350	203	759	3,375	1,215	1,620	<b>8,522</b>	<b>9,400</b>
Dr. Anno Borkowsky	500	75	250	1,000	450		<b>2,275</b>	<b>3,500</b>
Dr. Stephanie Coßmann	450	68	225	900	405		<b>2,048</b>	<b>3,500</b>
Dr. Hubert Fink	600	90	300	1,200	540	660	<b>3,390</b>	<b>4,100</b>
Michael Pontzen	600	90	300	1,200	540	660	<b>3,390</b>	<b>4,100</b>

1) Target attainment 200%.

2) Granted in the case of 200% target attainment for the partial performance in 2021 from the 2019–2021, 2020–2022 and 2021–2023 tranches.

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

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 2021; the amount of actual total compensation taking account of the payout percentages for 2021 is shown in the table in the section "Compensation granted and owed to current Board of Management members in the fiscal year." 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 2021.

## Compensation granted and owed to current and former Board of Management members in fiscal year 2021 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 current member of the Board of Management in accordance with Section 162 Paragraph 1 Sentence 1 AktG. The table thus includes the annual base salary paid in fiscal year 2021, 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 2021 and the resulting APP target attainment for 2021. 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. In fiscal year 2021, the compensation for the 2018–2021 tranche was granted accordingly.

## Compensation Granted and Owed to Current Board of Management Members 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	%	€ thousand	%	€ thousand	%	€ thousand	%	€ thousand	%			
					APP 2021	LTPB 2021 <sup>1)</sup>	LTSP tranche 2018						
Matthias Zachert	1,350	23	82	1	2,835	48	1,021	18	575	10	<b>5,863</b>	759	<b>6,622</b>
Dr. Anno Borkowsky	500	28	51	3	840	48	378	21	–	–	<b>1,769</b>	250	<b>2,019</b>
Dr. Stephanie Coßmann	450	28	33	2	756	48	340	22	–	–	<b>1,579</b>	225	<b>1,804</b>
Dr. Hubert Fink	600	26	58	2	1,008	43	454	19	234	10	<b>2,354</b>	300	<b>2,654</b>
Michael Pontzen	600	26	40	2	1,008	43	454	19	234	10	<b>2,336</b>	300	<b>2,636</b>

1) Includes the amounts granted for the partial performance in 2021 from the 2019–2021, 2020–2022 and 2021–2023 tranches.

In fiscal year 2021, EBITDA pre exceptionals of €1,010 million was generated and an LTIFR of 0.9 was achieved. This corresponds to target attainment of 107.5% and a payout percentage of 160% for EBITDA pre exceptionals. LTIFR target attainment of 0.9 results in a payout percentage of 200%. 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 168% for the members of the Board of Management. The payout for the APP will take place only after the end of the reporting year in fiscal year 2022, while for the LTPB it will take place in 2022, 2023 and 2024. For the 2018 tranche of the LTSP, the performance of the stock relative to the reference index came to 91.28%. This corresponds to a value of €0.71 per right. The 2018 LTSP tranche will be paid out in 2022.

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		Variable compensation components		Total compensation € thousand
	Pension payments		LTSP tranche 2018		
	€ thousand	%	€ thousand	%	€ thousand
Dr. Werner Breuers (until August 5, 2014)	52	100	–	–	52
Dr. Bernhard Düttmann (until March 31, 2015)	355 <sup>1)</sup>	100	–	–	355
Dr. Axel C. Heitmann (until February 21, 2014)	445	100	–	–	445
Dr. Rainier van Roessel (until December 31, 2019)	123	31	277	69	400

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 German companies, is 150% of annual base salary for the Chairman of the Board of Management and 100% of 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. Other than this, a dividend payment has no effects on the compensation of the Board of Management members.

#### Share Ownership Guideline

	SOG target	Value of existing shares <sup>1)</sup> in €	Investment made in 2021 in €	Development year ended <sup>2)</sup>	Target investment	Next review
Matthias Zachert	150%	2,206,898	200,543	4	Fulfilled	2025
Dr. Anno Borkowsky	100%	504,056	48,830	2	Fulfilled	2022
Dr. Stephanie Coßmann	100%	125,428	101,197	2	50%	2022
Dr. Hubert Fink	100%	997,475	79,446	4	Fulfilled	2025
Michael Pontzen	100%	623,299	79,040	4	Fulfilled	2025

1) Value calculated as of December 31, 2020.

2) In the event of appointment to the Board of Management during the year, the development phase begins on January 1 of the following year.



Matthias Zachert, Dr. Hubert Fink and Michael Pontzen met the SOG target as of the end of the fourth development year. Dr. Stephanie Coßmann and Dr. Anno Borkowsky completed the second development year. Dr. Stephanie Coßmann made 50% of the target investment. Dr. Anno Borkowsky 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 legal provisions in the event of harmful breaches of duty by Board of Management members. In fiscal year 2021, 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 is 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 compensation is to be offset.

#### **Other**

In the past fiscal year, no 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 2021.

## Retirement Pensions

The pension plan for the members of the Board of Management is a defined contribution plan that 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. 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 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	1,107	10,546	1,573	9,547
Dr. Anno Borkowsky	309	3,244	514	2,985
Dr. Stephanie Coßmann	332	1,599	443	1,360
Dr. Hubert Fink	380	6,354	801	5,784
Michael Pontzen	419	3,848	589	3,392

## Compensation of the Supervisory Board

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 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 of the fixed compensation. Supervisory Board members who chair a committee other than the Audit Committee receive a further quarter of the fixed compensation. 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 the past fiscal 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 2021

	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	240,000	91	0	0	19,500	7	5,000	2	<b>264,500</b>
Ralf Sikorski, Vice Chairman	120,000	67	40,000	22	15,000	8	5,000	3	<b>180,000</b>
Hans van Bylen	80,000	43	80,000	43	21,000	11	5,000	3	<b>186,000</b>
Birgit Bierther	80,000	57	40,000	28	15,000	11	5,000	4	<b>140,000</b>
Werner Czaplik (resigned September 30, 2021)	59,836	57	29,918	29	10,500	10	3,740	4	<b>103,994</b>
Armando Dente	80,000	57	40,000	28	15,000	11	5,000	4	<b>140,000</b>
Dr. Hans-Dieter Gerriets	80,000	57	40,000	28	15,000	11	5,000	4	<b>140,000</b>
Dr. Heike Hanagarth	80,000	85	0	0	9,000	10	5,000	5	<b>94,000</b>
Pamela Knapp	80,000	44	80,000	44	15,000	8	5,000	2	<b>180,000</b>
Lawrence A. Rosen	80,000	52	50,000	32	19,500	13	5,000	3	<b>154,500</b>
Iris Schmitz (appointed October 1, 2021)	20,164	65	6,466	21	3,000	10	1,260	4	<b>30,890</b>
Manuela Strauch	80,000	57	40,000	28	15,000	11	5,000	4	<b>140,000</b>
Theo H. Walthie	80,000	52	50,000	32	19,500	13	5,000	3	<b>154,500</b>
<b>Total</b>	<b>1,160,000</b>	<b>61</b>	<b>496,384</b>	<b>26</b>	<b>192,000</b>	<b>10</b>	<b>60,000</b>	<b>3</b>	<b>1,908,384</b>

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

The following table compares the relative change in compensation of current and former Board of Management and Supervisory Board members with 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 that of 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

	Change in 2018 vs. 2017	Change in 2019 vs. 2018	Change in 2020 vs. 2019	Change in 2021 vs. 2020
	%	%	%	%
<b>Earnings development</b>				
EBITDA pre exceptionals (€ million)	(21)	0	(15)	17
Net income of LANXESS AG (€ million)	270	445	(115)	(37)
<b>Employee compensation</b>				
Average compensation in Germany (not including Board of Management)	(3)	2	(1)	9
<b>Compensation of current members of the Board of Management</b>				
Matthias Zachert (Chairman, from April 1, 2014)	13	(6)	(27)	41
Dr. Anno Borkowsky (from June 1, 2019)	-	-	32	89
Dr. Stephanie Coßmann (from January 1, 2020)	-	-	-	91
Dr. Hubert Fink (from October 1, 2015)	(24)	(5)	7	42
Michael Pontzen (from April 1, 2015)	(20)	(12)	4	45
<b>Compensation of former members of the Board of Management</b>				
Dr. Rainier van Roessel <sup>1)</sup> (until December 31, 2019)	4	0	93	(92)
Dr. Werner Breuers <sup>1)</sup> (until August 5, 2014)	-	-	(98)	0
Dr. Bernhard Düttmann <sup>1)</sup> (until March 31, 2015)	-	-	3,694	0
Dr. Axel C. Heitmann <sup>1)</sup> (until February 21, 2014)	-	-	(90)	(2)
<b>Compensation of current members of the Supervisory Board</b>				
Dr. Matthias L. Wolfgruber, Chairman (from May 13, 2015, Chairman from May 15, 2018)	86	1	(17)	21
Ralf Sikorski, Vice Chairman (from May 13, 2015)	0	(3)	(9)	12
Hans van Bylen (from August 27, 2020)	-	-	-	180
Birgit Bierther (from January 25, 2019)	-	-	0	9
Werner Czaplik (from May 13, 2015, until September 30, 2021)	2	(2)	(9)	(18)
Armando Dente (from August 27, 2020)	-	-	-	183
Dr. Hans-Dieter Gerriets (from July 1, 2014)	2	(2)	(9)	10
Dr. Heike Hanagarth (from July 1, 2016)	3	(3)	(14)	16
Pamela Knapp (from May 15, 2018)	-	55	2	28
Lawrence A. Rosen (from May 13, 2015)	3	(2)	(1)	12
Iris Schmitz (from October 1, 2021)	-	-	-	-
Manuela Strauch (from July 1, 2015)	2	(2)	(9)	9
Theo H. Walthie (from May 28, 2010)	(14)	(15)	1	10

1) 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.

Board of Management

Supervisory Board

of  
LANXESS Aktiengesellschaft

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LANXESS Aktiengesellschaft

## AUDITOR'S REPORT

To LANXESS Aktiengesellschaft, Cologne

We have audited the compensation report of LANXESS Aktiengesellschaft, Cologne, for the fiscal year from January 1 to December 31, 2021, prepared in order to comply with Section 162 AktG, including the related disclosures.

### Responsibility of the executive directors and the Supervisory Board

The executive directors and the Supervisory Board of LANXESS Aktiengesellschaft are responsible for the preparation of the compensation reporting, including the related disclosures, which meets the requirements of Section 162 AktG. The executive directors and the Supervisory Board are also responsible for such internal controls as they consider necessary to enable the preparation of a compensation report, including the related disclosures, which is free from material misstatement, whether due to fraud or error.

### Responsibility of the auditor

Our responsibility is to express an opinion on this compensation report 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). These standards require that we plan and perform the audit to obtain reasonable assurance about whether the compensation report, including the related disclosures, is free from material misstatement.

An audit comprises the performance of audit procedures in order to obtain audit evidence for the values stated in the compensation report, including the related disclosures. The audit procedures selected depend on the auditor's judgment. This includes the assessment of risks of material misstatement, whether due to fraud or error, in the compensation report, including the related disclosures. When assessing these risks, the auditor considers the internal control system relevant for the preparation of the compensation report, including the related disclosures. The aim is to plan and perform audit procedures that are appropriate given the circumstances, but not to express an audit opinion on the effectiveness of the company's internal control system. An audit also comprises the assessment of the accounting policies applied, of the reasonableness of the estimated accounting values determined by the executive directors and the Supervisory Board, and of the overall presentation of the compensation report, including the related disclosures.

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

### Audit opinion

In our opinion, on the basis of the knowledge obtained in the audit, compensation report for the fiscal year from January 1 to December 31, 2021, including the related disclosures, complies with the accounting provisions of Section 162 AktG in all material respects.

### Note on an 'other matter' – formal audit of the compensation report pursuant to Section 162 AktG

The review of the content of the compensation report described in this audit report includes the formal audit of the compensation report required by Section 162 Para. 3 AktG, including the issue of a report on this audit. As we are issuing an unqualified audit opinion on the review of the content of the compensation report, this audit opinion signifies that the disclosures in accordance with Section 162 Para. 1 and 2 AktG were made in the compensation report in all material respects.

### Restrictions on use

We issue this audit report on the basis of the engagement agreed with LANXESS Aktiengesellschaft. The audit was performed for purposes of the Company and the audit report is solely intended to inform the company as to the results of the audit. In accordance with this engagement, our responsibility for the audit and for our audit report lies solely toward the company. The audit report is not intended to provide third parties with support in making (investment and/or financial) decisions. We therefore assume no responsibility, duty of care or liability toward third parties; in particular, no third parties are included in the scope of protection of this contract. Section 334 BGB, according to which objections under a contract can also be raised against third parties, is not waived.

Cologne, March 2, 2022

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Jörg Sechser  
German Public Auditor

ppa. Martin Krug  
German Public Auditor

## **Annex to agenda item 7: résumés of the candidates for the Supervisory Board**

### **Dr. Heike Hanagarth**

Born on April 11, 1959, in Karlsruhe, Germany  
Nationality: German  
Management consultant  
Former member of the Board of Management  
of Deutsche Bahn AG  
Member of the Supervisory Board of LANXESS AG since 2016  
(appointed until 2022)

Dr. Hanagarth studied mechanical engineering at the Karlsruhe Institute of Technology, where she earned her doctorate in 1989.

Dr. Heike Hanagarth began her career at Daimler-Benz AG, followed by positions as Head of Global Quality Management at MTU Friedrichshafen GmbH, Managing Director of the automotive supplier IFA-Rotorion Holding GmbH and Head of Engine Production at the main BMW site in Munich. She was then Member of the Management Board for Technology and Environment at Deutsche Bahn AG until 2015, where she was responsible for procurement, technology strategy/innovation, quality, IT, environment and department controlling.

### **Memberships in other statutory supervisory boards:**

- › LANXESS Deutschland GmbH, Cologne

### **Memberships in comparable domestic and foreign controlling bodies:**

- › Gilde Buy Out Partners BV, Utrecht, Netherlands (Advisory Board)
- › NXT Boardroom GmbH, Munich (Advisory Board)
- › Martur Fompak International/Automotive Seating Systems AS, Istanbul, Turkey (Non-Executive Board Member)

Dr. Heike Hanagarth is a member of the Board of Trustees of the Fraunhofer Institute for Systems and Innovation Research (ISI). She is also a member of the "Industrial Equipment" Advisory Board of Accenture Holding GmbH & Co. KG. Finally, Dr. Heike Hanagarth is a member of the Board of Trustees of the Bach Archive Leipzig.

In line with the skills profile adopted by the Supervisory Board, Dr. Hanagarth has specific knowledge and experience in the management of large companies, corporate governance, M&A, digitalization and sustainability/ESG.

### **Dr. Rainier van Roessel**

Born on August 4, 1957, in Oisterwijk, Netherlands  
Nationality: Dutch  
Self-employed consultant  
Former member of the Board of Management and Labor Relations Director of LANXESS Aktiengesellschaft (until December 31, 2019)

In 1988, Dr. van Roessel joined the Corporate Organization department at Bayer AG as an internal advisor. From 1993, he worked as a strategy advisor in Bayer AG's Strategic Planning department, where he helped to set up the Mergers and Acquisitions Unit. In 1997, Dr. Rainier van Roessel became Head of Strategic Marketing for Styrenics in the Plastics Business Group, and he was appointed Head of European Marketing for Polycarbonates in 2001. In the newly formed Bayer Polymers subgroup, Dr. Rainier van Roessel assumed responsibility for Global Operations Polyester/TPU/Films from 2002. When LANXESS was established in 2004, he became Head of the Rubber Chemicals business unit, and in June 2006, he was additionally appointed Managing Director of LANXESS N.V. in Antwerp, Belgium. From January 1, 2007, to December 31, 2019, Dr. Rainier van Roessel was a member of the Board of Management and Labor Relations Director of LANXESS Aktiengesellschaft. In addition to the Human Resources Group function, he was most recently responsible for the Inorganic Pigments, Material Protection Products, Liquid Purification Technologies and Leather business units, as well as the Rhein Chemie business unit until 2019.

Dr. Rainier van Roessel studied business administration at the University of Cologne, obtaining his doctorate (rerum politicarum) in 1988.

### **Memberships in other statutory supervisory boards:**

- › K+S Aktiengesellschaft, Kassel
- › K+S Minerals and Agriculture GmbH, Kassel

### **Memberships in comparable domestic and foreign controlling bodies:**

- › None

Since 2020, Dr. Rainier van Roessel has also been a lecturer at the University of Cologne, Department of Supply Chain Management & Management Science.

In line with the skills profile adopted by the Supervisory Board, Dr. van Roessel has specific knowledge and experience in the management of large companies, chemical sector, production, sales and marketing of chemical products, M&A and sustainability/ESG.



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

### 1. Performance of the Annual Stockholders' Meeting as a virtual Annual Stockholders' Meeting

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

Stockholders or their representatives who are properly registered for the Annual Stockholders' Meeting are able to watch the entire Annual Stockholders' Meeting as a livestream. The registered stockholders can exercise their voting rights only in writing or by granting authorization to the proxies appointed by the company.

The registered stockholders or their representatives will be able to ask questions by way of electronic communications. The registered stockholders or their representatives will be able to object to a resolution of the Annual Stockholders' Meeting by way of electronic communications. Further details are listed below.

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

The following stockholders – personally or by way of proxy – are entitled to take part in the virtual Annual Stockholders' Meeting (e.g. to watch the livestream of the 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 German or English or by documenting their shareholding via the last intermediary in text form 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.

The verification of stock ownership must refer to the beginning of the 21st day prior to the Annual Stockholders' Meeting, i.e. Wednesday, May 4, 2022 (00:00 hours CEST) (evidence reference date).

Registration and proof of stock ownership must be received by the company no later than Wednesday, May 18, 2022, 24:00 (CEST) at the following address:

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
Fax: +49 (0)89 309037-4675

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 receipt of registration and verification of stock ownership, stockholders entitled to attend or their representatives shall be sent registration confirmation for the virtual Annual Stockholders' Meeting. We ask stockholders 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.



### 3. Livestream of the entire Annual Stockholders' Meeting

The entire Annual Stockholders' Meeting will be broadcast via livestream on Wednesday, May 25, 2022 starting at 10:00 a.m. (CEST) for registered stockholders of the company or their representatives on the InvestorPortal on the company's website at [asm.lanxess.com](http://asm.lanxess.com). 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](http://asm.lanxess.com).

### 4. Exercising voting rights by absentee ballot

Stockholders or their representatives can exercise their voting rights by absentee ballot. In order to exercise absentee voting rights, registration and proof of stock ownership (see Section II.2) are required.

Absentee ballots can be submitted to the company in writing and in text form (by fax or e-mail) by no later than Tuesday, May 24, 2022, 24:00 (CEST) (date of receipt decisive) using the following contact information:

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 (0)89 309037-4675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The absentee ballot form that can be used to vote by mail is printed on the registration confirmation and can also be accessed online at [asm.lanxess.com](http://asm.lanxess.com).

Absentee ballots can also be submitted electronically on the InvestorPortal of the company at [asm.lanxess.com](http://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.

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 of Section II.7. For more details on absentee voting, stockholders can refer to the information on the absentee ballot and proxy form or the website ([asm.lanxess.com](http://asm.lanxess.com)).

### 5. Voting rights exercised by proxies appointed by the company

Stockholders or their representatives have the option to authorize the proxy appointed by the company to exercise the voting rights. Even in the event that company proxies are authorized, registration and proof of stock ownership (see Section II.2) are required.

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 exercise of certain participation rights (such as asking questions or submitting motions, issuing declarations or objecting to resolutions of the Annual Stockholders' Meeting) by the proxies is not permitted.

The authorization and instructions to the company proxies can be submitted in writing and in text form (by fax or e-mail) by no later than Tuesday, May 24, 2022, 24:00 (CEST) (date of receipt applies) using the following contact information:

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 (0)89 309037-4675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

A form that can be used to issue authorization and instructions is printed on the registration confirmation and can also be accessed online at [asm.lanxess.com](http://asm.lanxess.com).

Authorizations and instructions to the company proxies can also be issued electronically on the InvestorPortal via the company's website at [asm.lanxess.com](http://asm.lanxess.com). Authorizations and instructions can also be issued 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.

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 of Section II.7. For more details on granting authorization, stockholders can refer to the information on the absentee ballot and proxy form or the website ([asm.lanxess.com](http://asm.lanxess.com)).

## **6. Exercise of shareholder voting rights by a representative**

After granting authorization, stockholders 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. Even if a third party is authorized, registration and proof of stock ownership (see Section II.2) are required.

Representatives cannot physically attend the Annual Stockholders' Meeting either. They can exercise the voting rights for the stockholders they represent only by absentee ballot or by issuing a (sub-)authorization to the company proxies. The use of the company's InvestorPortal 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 as well as evidence of authorization shall be provided to the company in text form if no proxy is granted according to Section 135 AktG. If proxy is granted 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 and in text form (by fax or e-mail) by no later than Tuesday, May 24, 2022, 24:00 (CEST) (date of receipt decisive) using the following contact information:

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 (0)89 309037-4675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The same applies to proof of authorization granted to the representative. A form that can be used to issue authorization is printed on the registration confirmation and can also be accessed online at [asm.lanxess.com](http://asm.lanxess.com).

The authorization can be granted to the company electronically as well via the company's website at [asm.lanxess.com](http://asm.lanxess.com). Authorization can also be granted via the InvestorPortal during the virtual Annual Stockholders' Meeting. Proof of authorization to the representative via the InvestorPortal is not possible.

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 the website ([asm.lanxess.com](http://asm.lanxess.com)).

## **7. Amending and revoking absentee ballots cast or authorizations and instructions issued, relationship of absentee ballots to authorizations and instructions issued and other information on exercising voting rights**

To revoke or amend absentee ballots cast or authorizations and instructions issued to a proxy, you can do so in writing and in text form (by fax or e-mail) no later than Tuesday, May 24, 2022, 24:00 (CEST) (date of receipt decisive) using the following contact information:

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 (0)89 309037-4675  
E-mail: [anmeldestelle@computershare.de](mailto: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 contradictory statements are submitted before the deadline via different transmission routes, the statements will be recognized in the following order: (1) statements submitted via the InvestorPortal, (2) statements submitted via e-mail, (3) statements submitted via fax, (4) statements submitted in paper form.

If contradictory statements are submitted before the deadline via the same transmission route, the absentee ballots submitted via this transmission route always take priority over instructions to the company proxies.

For more details, stockholders can refer to the explanations on the absentee ballot and authorization form, or go to the website ([asm.lanxess.com](http://asm.lanxess.com)).

## **8. Motions for addendum to the agenda under Section 122 Para. 2 AktG**

Stockholders whose total shares together amount to one-twentieth of the capital stock or a pro-rated amount of EUR 500,000 (the latter corresponds to 500,000.00 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 in writing to the company's Board of Management. We request that proposals are sent to the following address:

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

The request must be received by the company at least 30 days before the meeting, i.e., no later than Sunday, April 24, 2022, 24:00 (CEST) (date of receipt is relevant). 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.

Draft resolutions attached to requests for addenda will be considered submitted to the virtual Annual Stockholders' Meeting if the stockholder submitting the request is registered and has submitted proof of their stock ownership (see Section II.2.).

Further information is available on the company's website at [asm.lanxess.com](http://asm.lanxess.com).

**9. Motions and voting nominations by stockholders in accordance with Section 126 Para. 1 and Section 127 AktG, Section 1 Para. 2 Sentence 3 COVID-19 Act**

Stockholders can submit motions, including the reason, against the proposals of the Board of Management and/or Supervisory Board on a particular agenda item as well as nominate auditors (agenda item 5) and Supervisory Board members (agenda item 7) for election.

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

LANXESS Aktiengesellschaft  
Legal & Compliance Department  
Kennedyplatz 1  
50569 Cologne

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

Motions and nominations received by the deadline at the above address with proof of stock ownership will be published online immediately at [asm.lanxess.com](http://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.

Motions and nominations that must be made available will be considered submitted to the Annual Stockholders' Meeting if the stockholder submitting the motion or nomination is registered for the Annual Stockholders' Meeting and has submitted proof of their stock ownership (see Section II.2.). This is without prejudice to the meeting chair's right to have votes cast on the administrators' proposals first. Voting rights on countermotions or nominations 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](http://asm.lanxess.com).

**10. Right to submit questions under Section 1 Para. 2 Sentence 1 No. 3 Sentence 2 COVID-19 Act**

Stockholders do not have a right of information under Section 131 Para. 1 AktG during the virtual Annual Stockholders' Meeting. However, stockholders who are registered and have submitted proof of their stock ownership (see Section II.2) or their representatives have the right to submit questions to the company in advance by no later than one day before the virtual Annual Stockholders' Meeting, i.e., no later than Monday, May 23, 2022, 24:00 (CEST) via electronic communications in German. To do so, see [asm.lanxess.com](http://asm.lanxess.com) for the InvestorPortal. No other form of transmission is permitted. After this date and during this Annual Stockholders' Meeting, no questions can be submitted or asked.

The Board of Management will decide at its own discretion how to answer the questions submitted (Section 1 Para. 2 Sentence 2 COVID-19 Act). The answers will be given pursuant to the content requirements of Section 131 AktG. Questions and answers should be grouped by topic if possible. While questions are being answered, the Board of Management reserves the right to give the name of the stockholder or proxy if the stockholder or proxy has consented.

Further information is available on the company's website at [asm.lanxess.com](http://asm.lanxess.com).

**11. Objection under Section 245 No. 1 AktG, Section 1 Para. 2 Sentence 1 No. 4 COVID-19 Act**

Stockholders who are registered and have submitted proof of stock ownership (see Section II.2) can object to resolutions of the Annual Stockholders' Meeting electronically 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](http://asm.lanxess.com)). The company's proxies cannot object to any resolutions of the Annual Stockholders' Meeting for the records of the officiating notary.

**12. Total number of shares and voting rights**

At the time of the notice convening the Annual Stockholders' Meeting, a total of 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](http://asm.lanxess.com). After the Annual Stockholders' Meeting, the voting results will be published on the company's website at [asm.lanxess.com](http://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 2022

LANXESS Aktiengesellschaft  
The Board of Management

### **III. INFORMATION ON DATA PRIVACY FOR STOCKHOLDERS**

LANXESS Aktiengesellschaft, Kennedyplatz 1, 50569 Cologne 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 based on the applicable data privacy laws.

The personal data of stockholders and stockholder representatives is required by law for the proper preparation and performance of the virtual Annual Stockholders' Meeting, for shareholders to exercise their voting rights, and for taking part in the meeting via livestream.

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

The providers mandated by LANXESS Aktiengesellschaft for the purposes of organizing the virtual Annual Stockholders' Meeting process the personal data of stockholders and stockholder representatives only upon instruction of LANXESS Aktiengesellschaft and only to the extent necessary to perform the service commissioned. All employees of LANXESS Aktiengesellschaft and the employees of the providers mandated that have access to personal data of the stockholders or stockholder representatives and/or process this data are obligated to treat this data as confidential. In addition, personal data of stockholders or stockholder representatives that exercise their voting rights will be provided to other stockholders and stockholder representatives (particularly the list of attendees under Section 129 AktG) in accordance with the law. This also applies to questions that the stockholders or their representatives may have submitted in advance (Section 1 Para. 2 Sentence 1 No. 3 COVID-19 Act). While questions are being answered, the Board of Management reserves the right to give the name of the stockholder or proxy if the stockholder or proxy has consented.

Personal data of stockholders or their representatives will also be made accessible or provided for motions for additional agenda items, countermotions, nominations or objections filed under the legal requirements and under certain conditions.

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

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

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](mailto:datenschutz@lanxess.com)

For more information on data privacy, stockholders and their representatives should consult the LANXESS AG website at [asm.lanxess.com](http://asm.lanxess.com).

## **CONTACT**

Investor Relations

Phone: +49 (0)221 8885-1272

You can find the Annual Report

on our website at:

<https://lanxess.com/en/Investors/Reporting>

[www.lanxess.com](http://www.lanxess.com)

WKN 547040

ISIN DE0005470405

LANXESS Aktiengesellschaft  
Kennedyplatz 1  
50569 Cologne  
Germany