

**LANXESS Aktiengesellschaft
Annual Stockholders' Meeting on 19 May 2021
as a Virtual Stockholders' Meeting**

Information regarding the requirements for participation in the Annual Stockholders' Meeting and execution of voting rights and proxy procedure

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.

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 by way of absentee ballot 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 (i.e. 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 text form 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 a person 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, April 28, 2021 (00:00 hours CEST) (evidence reference date).

Registration and proof of stock ownership must be received by the company no later than Wednesday, May 12, 2021, 24:00 (CEST) (date of receipt decisive) at the following address:

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

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

The evidence reference date shall be authoritative for attendance and exercise and for the scope of voting rights in the 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 19, 2021 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. Stockholders 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*.

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 requested in writing and in text form (by fax, or e-mail) by no later than Tuesday, May 18, 2021, 24:00 (CEST) (date of receipt decisive) from the company 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

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*.

Absentee ballots can also be submitted electronically on the InvestorPortal of the company at *asm.lanxess.com*. Absentee ballots can also be submitted via the InvestorPortal during the Annual Stockholders' Meeting, but must be completed no later than by the time stipulated by the chairman of the meeting in the course of the voting process.

For information about revoking or amending a submitted absentee ballot, and the relationship between submitted absentee ballots and the granting authorization (with instructions) to the company proxies, see the provisions of Section II.7. For more details on the absentee ballot process, stockholders can refer to the absentee ballot and proxy form or go to the website (*asm.lanxess.com*).

5. Voting rights exercised by proxies appointed by the company

Stockholders or their representatives have the option to authorize the proxies 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.

Once authorized, the proxies will exercise the voting rights only according to their instructions. 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 18, 2021, 24:00 (CEST) (date of receipt decisive) from the company 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

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.

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

For information about revoking or amending a granted 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).

6. Shareholder rights exercised 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, its revocation as well as evidence of authorization shall be provided to the company in text form provided it is not 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 shall only contain 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 18, 2021, 24:00 (CEST) (date of receipt decisive) from the company 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

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.

The authorization can be granted to the company electronically as well as via the company's website at asm.lanxess.com. Authorization can also be granted via the InvestorPortal during the Annual Stockholders' Meeting, but must be completed no later than by the beginning of the voting process as stipulated by the chairman of the meeting. Proof of authorization to a 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).

7. Amending and revoking absentee ballots cast or authorizations granted 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 granted and instructions issued to a proxy, you can do so in writing or in text form (by fax, or e-mail) no later than Tuesday, May 18, 2021, 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

They can also be revoked or amended via the InvestorPortal no later than by the time stipulated by the chairman of the meeting in the course of the voting process.

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

If contradictory statements are submitted for the same stock ownership via different transmission routes and it is unclear which statement was most recently submitted, they will be recognized in the following order: 1. Via the internet (InvestorPortal) 2. Via e-mail, 3. Via fax and 4. In paper form.

For more details, stockholders can refer to the explanations on the absentee ballot and proxy form, or go to the website (asm.lanxess.com).