

**LANXESS Aktiengesellschaft  
Annual Stockholders' Meeting on August 27, 2020  
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. Conduct of the Annual Stockholders' Meeting as a virtual Annual Stockholders' Meeting**

With the consent of the Company's Supervisory Board, the Annual Stockholders' Meeting will be held as a virtual Annual Stockholders' Meeting without the physical presence of the Stockholders or their authorized representatives in accordance with the COVID-19 Act. Stockholders and their authorized representatives (excluding company-nominated proxies) therefore have no right or opportunity to be physically present at the place of the Annual Stockholders' Meeting.

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

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

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

The verification of stock ownership must refer to the beginning of the 21st day prior to the Annual Stockholders' Meeting, i.e. Thursday, August 6, 2020, 00:00 hours (CEST) (evidence reference date), and must be drawn up in German or English language. Both

verification of stock ownership and registration must be received by the Company no later than Thursday, August 20, 2020, 24:00 hours (CEST), at the following address:

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

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

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

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

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

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

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

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

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

#### **4. Voting by postal vote**

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

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

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

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

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

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

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

*asm.lanxess.com*.

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

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

## 5. Procedure for voting by company-nominated proxies

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

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

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

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

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

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

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

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

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

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

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

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

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

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

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

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

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

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

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

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

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

*asm.lanxess.com*.

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

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

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

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

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 (0)89 309037-4675

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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

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

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