

Corporate Governance Statement pursuant to Sections 289f, 315d of the German Commercial Code

In the Corporate Governance Statement pursuant to Sections 289f, 315d German Commercial Code we refer to the declaration by the Board of Management and the Supervisory Board of LANXESS Aktiengesellschaft pursuant to Section 161 of the German Stock Corporation Act regarding the German Corporate Governance Code and explain the relevant management practices above and beyond the legal requirements. Furthermore, we describe the work of the Board of Management and Supervisory Board and the composition and work of the Supervisory Board committees. The Corporate Governance Statement contains also the commitments to promote the participation of women in leadership positions in accordance with Section 76 (4) and 111 (5) of the German Stock Corporation Act and a description of the diversity concept for the composition of the Board of Management and the Supervisory Board.

Declaration by the Board of Management and the Supervisory Board of LANXESS AG pursuant to section 161 of the German Stock Corporation Act regarding the German Corporate Governance Code

“I. Recommendations

Since the issuance of the last declaration of compliance on 13 March 2019, LANXESS AG has complied with the recommendations of the Government Commission on the German Corporate Governance Code (“Government Commission”) as amended on 7 February 2017, which was published on 24 April 2017 by the Federal Ministry of Justice and Consumer Protection in the official portion of the Federal Gazette with the temporary exception described in the declaration of 13 March 2019 in Section 4.2.3, Paragraph 2, Sentence 8 which has now ceased to apply. LANXESS AG will now fully comply with the recommendations.

II. Suggestions

In addition to its recommendations, the Corporate Governance Code also contains a number of suggestions for efficient, responsible corporate governance compliance which is not required to be disclosed under the statutory provisions. LANXESS complies with these suggestions as well, with only two exceptions.

In accordance with Section 3.10 Sentence 2 of the German Corporate Governance Code, the Board of Management and the Supervisory Board therefore voluntarily issue the following declaration:

Since the issuance of the last declaration of compliance on 13 March 2019, LANXESS AG has complied with the suggestions of the Government Commission as amended on 7 February 2017, which was published on 24 April 2017 by the Federal Ministry of Justice and Consumer Protection in the official portion of the Federal Gazette, with the following exceptions and will continue to comply with them with the following exceptions:

Section 2.3.2, Sentence 2, 2nd Half-Sentence

The Management Board shall arrange for the appointment of a representative to exercise shareholders' voting rights in accordance with instructions; this representative should also be reachable during the General Meeting.

The representatives appointed by LANXESS AG to exercise stockholders' voting rights in accordance with instructions can be reached at the Stockholders' Meeting until the voting is held. Stockholders not attending the meeting can reach the representatives up to the previous evening.

Section 2.3.3

The company should make it possible for stockholders to follow the General Meeting using modern communication media (e.g. Internet).

The speech by the Chairman of the Board of Management to the Stockholders' Meeting is broadcast on the Internet. Continued broadcasting of the proceedings thereafter, particularly of contributions made by stockholders, could be seen as a violation of the stockholders' rights to privacy. For this reason, LANXESS does not plan to broadcast the further proceedings.

Management practices going above and beyond the legal requirements

As an international company, LANXESS bears global responsibility for the propriety and sustainability of its conduct. Compliance, meaning the observance of all legal provisions that are binding on the LANXESS Group, ethical principles and self-imposed regulations, is therefore a fundamental requirement for all corporate activities. For this reason, LANXESS has established a group-wide compliance management system (CMS), which is defined in the CMS policy applicable throughout the Group.

The goal of the CSM is to appropriately and effectively ensure compliance throughout the LANXESS Group, so as to counter unlawful or unethical conduct within the LANXESS Group at an early stage and introduce suitable measures to prevent misconduct. The CMS is supported by the Compliance Team, which is made up of the Group Compliance Officer, regional compliance officers and a network of local compliance officers in the countries in which LANXESS has subsidiaries. The Compliance Team acts, in particular, as the central point of contact and provider of advice for all employees on compliance-related issues. The compliance function to which the global Compliance Team belongs reports directly and regularly to the Board of Management.

One of the fundamental elements of the CMS is a compliance culture based on LANXESS's corporate values of respect, responsibility, integrity, professionalism and trust. It is shaped by the clear commitment and dedication of the LANXESS Board of Management and the Supervisory Board. All managerial staff at LANXESS have a duty to embody this compliance culture and communicate it to employees, so that all LANXESS employees live by and practise this compliance culture.

The aim of the LANXESS Compliance Program, which is part of the CMS, is to establish appropriate organisational measures and processes to prevent individual misconduct (prevention) or to identify misconduct as quickly as possible (identification) and react with appropriate sanctions (response). The "LANXESS Code of Conduct – Code for integrity and compliance at LANXESS", which applies throughout the Group, is the cornerstone of the

Compliance Program. It defines binding principles of conduct and provides employees with information and guidance on compliance. The LANXESS Code of Conduct is available on LANXESS's website under [http://www.lanxess.de/Responsibility/Good Corporate Governance](http://www.lanxess.de/Responsibility/GoodCorporateGovernance). Additional preventive measures include, in particular, an extensive portfolio of compliance briefings and targeted compliance training. Compliance risk assessments are performed regularly to identify and evaluate company-specific compliance risk areas, as well as to develop additional measures and processes for reducing compliance risks. The main risk areas identified are assigned to individual Group functions as special compliance responsibilities. These functions are developing and implementing individual compliance programs that encompass, in particular, specific Group policies, standard operating procedures and training concepts. The Compliance Team supports the Group functions during both the design and implementation phases on an overall and global level.

An effective internal control system, appropriate monitoring activities and audits performed by Internal Auditing and those functions with special compliance responsibilities are designed to ensure that requirements are met. If there are indications of compliance violations, the Integrity Line offers employees and external third parties many ways to report suspected violations – including anonymously.

LANXESS considers corporate responsibility a prerequisite to being able to operate successfully in the future and create value for all stakeholders. With this in mind, sustainability is a key factor for success that is at the heart of LANXESS's corporate culture and a component of our business strategy. For LANXESS, actively demonstrating corporate responsibility involves knowing and evaluating the impact of our actions – whether positive or negative – and maintaining a dialogue with stakeholders that enables us to satisfy their expectations to the best of our ability. We subscribe to globally recognised standards and frameworks such as the UN Global Compact, the standards of the International Labour Organization (ILO) and Responsible Care®. The principles of responsible conduct and sustainable development are reflected in our Corporate Policy, which comprises a total of eleven sets of guidelines defining our general corporate image and the conduct expected of every employee towards our stakeholders. An overview of the implementation of corporate responsibility at LANXESS can be viewed in the Responsibility section of our website <http://www.lanxess.de/>.

Work of the Board of Management and the Supervisory Board

LANXESS AG is a stock corporation (*Aktiengesellschaft*) established under the laws of Germany. One of the fundamental principles of German stock corporation law is the dual management system with two governing bodies: the management board and the supervisory board. This system is characterized by a clear separation between the management board, the body that manages the company, and the supervisory board, the body that advises and oversees management. The management board and the supervisory board work closely together in a relationship of mutual trust in the interests of the company.

The Board of Management of LANXESS AG comprises five members. Information about the members of the Board of Management is available on our website under <http://www.lanxess.de/Company/Management>.

The Board of Management is appointed to manage and represent the company. It is responsible for conducting business in the company's interests with the goal of creating sustainable value. The principal tasks of the Board of Management include defining the

company's goals and strategic direction, managing and overseeing the operating units, setting human resources policy, arranging the Group's financing and establishing an effective risk management system. The Board of Management has to ensure compliance with the law, regulatory requirements and internal policies. It is also responsible for preparing the company's quarterly and half-year financial statements, the annual financial statements of LANXESS AG, the consolidated financial statements and the management report for LANXESS AG and the LANXESS Group.

The Chairman coordinates the work of the Board of Management. As a rule, Board of Management decisions are adopted by a simple majority. In the event of a tie, the Chairman has the casting vote. Resolutions of the Board of Management are generally passed at regularly held meetings. The rules of procedure for the Board of Management that are enacted by the Supervisory Board contain further rules concerning the form of cooperation within the Board of Management, the allocation of duties and the matters requiring a resolution of the full Board of Management. The Board of Management has not established any committees. When determining the composition of the Board of Management, the Supervisory Board takes heed of its requirements with regard to professional qualifications, leadership qualities and diversity. Diversity also means gender diversity. By the appointment of Dr. Stephanie Coßmann, the company's Board of Management entails a female member since January 1, 2020. The Supervisory Board has set an age limit for members of the Board of Management.

The company's Supervisory Board is composed of twelve members, with equal numbers of stockholder representatives and employee representatives in accordance with the provisions of the German Co-determination Act of 1976 (*Mitbestimmungsgesetz*). The stockholder representatives are elected by the Annual Stockholders' Meeting, whereas the employee representatives are elected in accordance with the provisions of the Co-determination Act and its election rules. Supervisory Board members normally serve for a five-year term.

Information about the members of the Supervisory Board is available on our website under [http://www.lanxess.de/Investors/Corporate Governance/Supervisory Board](http://www.lanxess.de/Investors/Corporate%20Governance/Supervisory%20Board).

The Supervisory Board's role is to advise the Board of Management in its management of the company and to monitor its conduct of the business. The Supervisory Board discusses business performance, planning and strategy at regular intervals. Its responsibilities also include appointing the members of the Board of Management as well as reviewing the annual financial statements of LANXESS AG and of the Group. The Supervisory Board makes decisions on the Board of Management's proposed appropriation of the balance sheet profits and on its report to the Annual Stockholders' Meeting. The Supervisory Board reaches its decisions by a majority of the votes cast, unless a different majority is required by law. If voting is tied and a second ballot is held on the resolution, the Chairman of the Supervisory Board may cast two votes if the second ballot also results in a tie. The German Co-determination Act contains special requirements concerning resolutions. The Chairman of the Supervisory Board coordinates the Supervisory Board's work, chairs its meetings and represents the concerns of the body externally. Supervisory Board resolutions are usually adopted at regularly held meetings. An overview of the attendance of Supervisory Board members at Supervisory Board and committee meetings in the 2019 financial year is available on the company's website under [http://www.lanxess.de/Investors/Corporate Governance/Work of the Supervisory Board](http://www.lanxess.de/Investors/Corporate%20Governance/Work%20of%20the%20Supervisory%20Board).

The Supervisory Board has issued its own rules of procedure, which, in addition to defining the tasks and responsibilities of the Supervisory Board and the personal qualifications of its members, establishes the processes for convening, preparing and chairing meetings as well as the procedures for adopting resolutions. The Supervisory Board has also set targets for its composition and a skills profile taking diversity into account which are discussed in the Corporate Governance Report of the company. There is also an age limit for the Supervisory Board.

The Board of Management provides full and timely reports to the Supervisory Board about the progress of business and the situation of the Group, including potential risks and relevant issues relating to corporate planning. The Supervisory Board has specified the Board of Management's notification and reporting obligations in its rules of procedure. The Chairman of the Board of Management regularly exchanges information with the Chairman of the Supervisory Board in order to discuss matters of strategy, planning, business performance, risks, risk management and compliance. Certain transactions and measures of major or long-term importance require the Supervisory Board's approval. Measures requiring approval include, but are not limited to: the adoption of the corporate planning; the acquisition, sale or encumbrance of real property, shareholdings or other assets, and borrowings and certain other types of financial transactions. Thresholds have been set for some of these transactions.

Composition and work of the Supervisory Board committees

The Supervisory Board has established a Presidial Committee, an Audit Committee, a Committee pursuant to section 27 (3) of the German Co-determination (*Mitbestimmungsgesetz*) Act and a Nominations Committee. The composition of the Supervisory Board's committees is shown on our website under [http://www.lanxess.de/Investors/Corporate Governance/Work of the Supervisory Board](http://www.lanxess.de/Investors/Corporate%20Governance/Work%20of%20the%20Supervisory%20Board).

The Presidial Committee discusses key issues and prepares the meetings and resolutions of the Supervisory Board. It makes decisions on transactions requiring approval that are already included in the company's annual planning. The Presidial Committee may also resolve on the exercise of participation rights pursuant to section 32 of the German Co-determination Act and on transactions requiring approval that cannot be deferred. It consults regularly about long-term succession planning for the Board of Management and prepares the personnel decisions to be made by the Supervisory Board. The Presidial Committee is chaired by Dr. Matthias L. Wolfgruber. Further members are Birgit Bierther and Manuela Strauch as well as Dr. Friedrich Janssen, Ralf Sikorski and Theo H. Walthie.

The Audit Committee supports the Supervisory Board in overseeing the conduct of the business and deals with matters relating to the supervision of accounting, the accounting process, the effectiveness of the internal control system, the risk management system and the internal auditing system, as well as auditing, including the independence of the auditor and the work additionally performed by the auditor, and compliance. It prepares the Supervisory Board's resolutions concerning the annual and consolidated financial statements and recommends an auditor whom the Supervisory Board then proposes to the Annual Stockholders' Meeting for appointment. The Chairman of the Audit Committee is Dr Janssen, an independent financial expert who has specialist knowledge and experience in the field of accounting acquired through his professional practice. Other members of the Audit Committee are Pamela Knapp, Werner Czaplik, Dr. Hans-Dieter Gerriets, Thomas Meiers and Lawrence A. Rosen.

The Committee pursuant to section 27 (3) of the German Co-determination Act performs the tasks described in section 31 (3) of the German Co-determination Act. The Chairman is Dr. Matthias L. Wolfgruber. Further committee members are Dr. Heike Hanagarth, Werner Czaplík and Ralf Sikorski.

The Nominations Committee solely comprises stockholder representatives. Its job is to propose candidates to the Supervisory Board for the Supervisory Board to then propose to the Annual Stockholders' Meeting as candidates for election as new members of the Supervisory Board. The members of the Nominations Committee are Dr. Matthias L. Wolfgruber (Chairman), Lawrence A. Rosen and Theo H. Walthie.

The respective committee chairmen report regularly to the Supervisory Board on the work of the committees.

Setting of targets for female representation on the Board of Management and in managerial positions pursuant to sections 76 (4) and 111 (5) of the German Stock Corporation Act

Under the Act on the Equal Participation of Women and Men in Leadership Positions in the Private and Public Sector (*Gesetz für die gleichberechtigte Teilhabe von Frauen und Männern an Führungspositionen in der Privatwirtschaft und im öffentlichen Dienst*), which entered into force on 1 May 2015, certain companies in Germany are required to set targets for female representation on the supervisory board, the management board, and the next two management levels down, and to specify a deadline for meeting these targets. The law does not require targets to be set for the supervisory boards of listed and co-determined companies like LANXESS AG. Instead, a mandatory minimum quota of 30% women and 30% men applies when filling vacant supervisory board positions from 1 January 2016. With Birgit Bierther, Dr. Heike Hanagarth, Pamela Knapp and Manuela Strauch there are currently four women on LANXESS AG's 12-member Supervisory Board. This corresponds to a quota of over 30% women. Also new appointments in the future will comply with the statutory requirements.

In the financial year 2017, the Supervisory Board has set a new target for female representation on the Board of Management. Until 30 June 2022, at least one member of the Board of Management had to be a woman. With the appointment of Dr. Stephanie Coßmann as member of the Board of Management and Labour Relations Director with effect from January 1, 2020, the company has already implemented this goal ahead of schedule.

As of 30 June 2017, for the first and second management levels below the Board of Management, the previous targets for female representation have been exceeded with 11.6% and 23.9% respectively due to the measures initiated by LANXESS to increase the number of women in management positions. On this basis, the Board of Management and the Supervisory Board adopted new targets to be implemented by 30 June 2022: the targets for female representation in the first and second levels of management were set at 15% and 25% respectively. The measures taken by LANXESS to promote women to management positions again proved effective, once again exceeding the previously set targets, with a proportion of women in the first management level below the Board of Management of 20.9% and a proportion of women in the second management level below the Board of Management of 25.1% in 2019.

Diversity concept for the composition of the Board of Management and the Supervisory Board

LANXESS AG's Board of Management and Supervisory Board as a whole should reflect the principles of diversity. Both the Board of Management and the Supervisory Board of the company observe principles that particularly encompass diversity in terms of age, gender, educational/professional background and nationality as described more precisely below.

Age – The adoption of a standard age limit of 70 for Board of Management members and 80 for Supervisory Board members is designed to enable members of both bodies to contribute their professional and life experience for a sufficient length of time for the benefit to the company. The maximum length of service for members of the Supervisory Board is three full terms (15 years) for the moment. In accordance with the recommendation of the German Corporate Governance Code in the version dated December 16, 2019, which has not yet come into force, the Company intends to limit the membership period for Supervisory Board members to 12 years. It also plans to reduce the standard age limit for Supervisory Board members to 75 years.

Gender diversity – LANXESS also strongly believes that gender diversity is a key component of diversity. The company therefore promotes, for example, family friendly workplace initiatives. As already mentioned, the Supervisory Board has also set itself the target of appointing at least one woman to the Board of Management by 30 June 2022. The company has already implemented this goal with the appointment of Dr. Stephanie Coßmann as member of Board of Management and Labour Relations Director effective January 1, 2020. With currently four women on LANXESS AG's 12-member Supervisory Board, a quota of more than 30% has been achieved. By this, the company fulfils the mandatory minimum quota of 30% women and men on the Supervisory Board and will continue to comply with legal requirements for future appointments to the Supervisory Board.

Educational and professional backgrounds – LANXESS is of the firm belief that a diverse range of educational and professional backgrounds is necessary to enable the governing bodies to fulfil the duties and responsibilities placed on them by law, the company's articles of association and the rules of procedure to the best of their ability and in the interests of the company. Varying educational and professional backgrounds also guarantee varying perspectives and approaches to solving business challenges. The members of the company's Board of Management have educational qualifications in business, science or law and diverse international management experience. The members of the company's Supervisory Board also have the most varied educational and professional backgrounds. In addition to the standards expected of all Supervisory Board members such as integrity, commitment, professionalism and independence, the Supervisory Board as a whole must be composed in a way that ensures it can competently monitor and consult with or advise the Board of Management. The Supervisory Board of LANXESS AG has also developed a skills profile for the body as a whole. As currently constituted, the Supervisory Board fulfils its objectives as regards its composition and meets the skills profile. The members of the Supervisory Board as a whole are familiar with the sector in which LANXESS operates and possess the knowledge, skills and experience relevant to the company.

Internationality / Ethnicity – LANXESS is a globally acting company with a correspondingly broad customer and supplier base. LANXESS employees come from many different countries. For this reason, the LANXESS Board of Management and Supervisory Board shall also be internationally staffed. Internationality is not only to be understood in the sense of a

certain nationality. A variety of cultural backgrounds also contributes to this. Decisive factors are intercultural influences and experience, that can also be gained during training or in professional activities. The Board of Management and Supervisory Board shall therefore be inter-culturally open and have an understanding of international issues and interrelationships. The Supervisory Board consists of members from three different nations (Germany, Netherlands, USA). Furthermore, many of the experience and skills of the members of the Board of Management and Supervisory Board were gained overseas or from involvement in an area of business with an international focus. You will find further information about all members of LANXESS AG's Board of Management and Supervisory Board in the curricula vitae on the company's website under <http://www.lanxess.de/> Company/Management.