

LANXESS Aktiengesellschaft
Annual Stockholders' Meeting on May 24, 2024
(as a virtual Annual Stockholders' Meeting in accordance with Section 118a AktG)

Information on stockholders' rights in accordance with Sections 122 Para. 2, 126 Para. 1, 127, 130a, 131 Para. 1, Section 118a Para. 1 Sentence 2 No. 8 in conjunction with 245 AktG

1. Motions for addendum to the agenda at the request of a minority stockholder in accordance with 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 500,000.00 (the latter corresponds to 500,000 shares) may demand under Section 122 Para. 2 AktG that items be added to the agenda and announced. Each new item must be accompanied by a justification or proposal.

Any motions shall be sent to the Board of Management of LANXESS Aktiengesellschaft (hereinafter "company"). We request that proposals are sent either in writing to the following address:

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

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

hv2024@lanxess.com

The request must be received by the company at least 30 days before the meeting, i.e., no later than Sunday, April 23, 2024, 24:00 (CEST) (date of receipt applies). Any motion for amendment received after such date shall not be considered.

A motion for amendments will be considered only 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. Corresponding confirmation from the depositary credit institution is sufficient proof.

Section 121 Para. 7 AktG shall apply mutatis mutandis to the calculation of the time period. In the case of periods and deadlines that are counted back from the date of the meeting, the date of the meeting itself is not to be counted. Moreover, rescheduling from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code do not apply accordingly. The date on which the request is received is not to be included in calculating the period. Furthermore, Section 70 AktG must be complied with in calculating the minimum duration of ownership. The criteria stated there equate economic ownership with legal ownership.

Addenda to the agenda to be published in accordance with this – unless already announced with the notice convening the Annual Stockholders' Meeting – are immediately published in the German Federal Gazette (*Bundesanzeiger*) and forwarded to such media for publication regarding which it can be assumed that they will disseminate the information in the entire European Union. They are also published at the Internet address

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with notice being provided to stockholders in accordance with Section 125 Para. 1 Sentence 3 AktG.

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

Stockholders can submit motions against the proposals of the Board of Management and/or Supervisory Board on a particular agenda item. No countermotions can be submitted with respect to agenda item 5 (Resolution on the approval of the compensation report for the fiscal year 2023). Stockholders may as well submit nominations for the election of Supervisory Board members (agenda item 6).

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

LANXESS Aktiengesellschaft
Legal & Compliance Group function
Kennedyplatz 1
50569 Cologne

E-mail: hv2024@lanxess.com

Motions and nominations, plus any reasoning, received by the deadline at the above address with proof of stock ownership will be published online immediately at

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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.

In accordance with Section 126 Para. 2 AktG, a countermotion and the reasons for which it is being made need not be made available

1. if making it available would render the Board of Management criminally liable,
2. if the countermotion were to result in the Annual Stockholder's Meeting adopting a resolution that would be illegal or would violate the Articles of Association,
3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are offensive,
4. if a countermotion made by the stockholder based on the same facts and circumstances has already been made available for an Annual Stockholder's Meeting of the company pursuant to Section 125 AktG,
5. if the same countermotion of the stockholder, citing substantially the same reasons, has been made available pursuant to Section 125 AktG in the past five years to at least two Annual Stockholder's Meetings of the company, and if less than one twentieth of the share capital represented voted for this countermotion at the Annual Stockholder's Meeting,
6. if the stockholder indicates that they will not attend the Annual Stockholders' Meeting and will not be represented by a proxy, or
7. if, in the past two years at two Annual Stockholders' Meetings, the stockholder has failed to propose or to have proposed a countermotion regarding which they have informed the company.

The reasons for countermotions need not be made available if they amount to more than 5,000 characters in total.

The above applies mutatis mutandis to circumstances in which nominations and any reasoning need not be made available. No reasons need be specified for nominations. Nominations by stockholders for the election of the auditor need not be made available if the name, occupation and place of residence are not included in the case of a nominated person or if the company name and registered office are not included in the case of a nominated audit firm.

At the virtual Annual Stockholders' Meeting, motions and nominations that must be made available will be considered submitted at the time they are made available. The right to vote on such motions can be exercised (also before the Annual Stockholders' Meeting) as soon as the voting stockholder meets the requirements for the exercise of voting rights. If the stockholder who submitted the motion is not properly registered for the Annual Stockholders' Meeting, the motion does not have to be dealt with at the meeting.

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

These rights must be exercised at the Annual Stockholders' Meeting by using the video communication offered by the company on the InvestorPortal, which requires stockholders to join the Annual Stockholders' Meeting electronically. Stockholders or their representatives will receive the required login information with their registration confirmation. Exercise requires each stockholder to submit a request to speak via the button provided on the InvestorPortal. This is possible only from 9:30 a.m. (CEST) on the day of the Annual Stockholders' Meeting until the time designated by the meeting chair.

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

Voting rights on countermotions or nominations can be exercised only via the InvestorPortal.

3. Right to submit position statements in accordance with Sections 130a Para. 5 and 6

Stockholders who are properly registered for the Annual Stockholders' Meeting have the right, before the Annual Stockholders' Meeting, to submit position statements regarding the items of the agenda by way of electronic communication via the InvestorPortal at

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Stockholders or their representatives will receive the required login information with their registration confirmation.

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

Position statements that must be made available are made available to all stockholders who are properly registered for the Annual Stockholders' Meeting on the InvestorPortal with publication of the stockholder's name no later than four days prior to the Annual Stockholders' Meeting, i.e. from Friday, May 19, 2024, 24:00 (CEST) at the latest.

Position statements are not made available if this would render the Board of Management criminally liable, the position statement makes manifestly false or misleading statements regarding key aspects or if it is offensive, or if the stockholder indicates that they will not attend the Annual Stockholders' Meeting and will not be represented by a proxy.

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

4. Stockholders' right to speak in accordance with Section 130a Para. 5 and 6 AktG

Stockholders who attend the Annual Stockholders' Meeting electronically have a right to speak at the Annual Stockholders' Meeting. Requests for information, motions and nominations for election may be part of a spoken contribution.

The right to speak can also be exercised by the stockholder's authorized representative. However, the proxies appointed by the company do not exercise this right on behalf of the stockholders who authorize them.

The right to speak must be exercised by using the video communication offered by the company on the InvestorPortal, which requires stockholders to join the Annual Stockholders' Meeting electronically. Stockholders or their representatives will receive the required login information with their registration confirmation. In order to exercise the right to speak, each stockholder must submit a request to speak via the button provided on the InvestorPortal. This is possible only from 9:30 a.m. (CEST) on the day of the Annual Stockholders' Meeting until the time designated by the meeting chair.

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

In accordance with Article 16 Para. 4 of the company's Articles of Association, the meeting chair is authorized to impose appropriate time limits on the stockholders' right to speak and ask questions. If appropriate, he is authorized in particular to limit the question and/or speaking time of individual or all stockholders on individual or all agenda items of the Annual Stockholders' Meeting at the beginning or during the course of the Annual Stockholders' Meeting and, if this is legally permissible in view of the

proper performance of the Annual Stockholders' Meeting, to order the end of the debate. This authorization also applies to the virtual Annual Stockholders' Meeting.

5. Stockholders' right to information in accordance with Section 131 AktG

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

The right to information can also be exercised by the stockholders' authorized representatives. However, the proxies appointed by the company do not exercise this right on behalf of the stockholders who authorize them.

The right to information must be exercised by using the video communication offered by the company on the InvestorPortal, which requires stockholders to join the Annual Stockholders' Meeting electronically. Stockholders or their representatives will receive the required login information with their registration confirmation. In order to exercise the right to information, each stockholder must submit a request to speak via the button provided on the InvestorPortal. This is possible only from 9:30 a.m. (CEST) on the day of the Annual Stockholders' Meeting until the time designated by the meeting chair.

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

In accordance with Article 16 Para. 4 of the company's Articles of Association, the meeting chair is authorized to impose appropriate time limits on the stockholders' right to speak and ask questions. If appropriate, he is authorized in particular to limit the question and/or speaking time of individual or all stockholders on individual or all agenda items of the Annual Stockholders' Meeting at the beginning or during the course of the Annual Stockholders' Meeting and, if this is legally permissible in view of the proper performance of the Annual Stockholders' Meeting, to order the end of the debate. This authorization also applies to the virtual Annual Stockholders' Meeting.

The Board of Management may refuse a request for information

1. if, according to sound business judgment, providing such information is likely to create a considerable disadvantage to the company or an affiliated enterprise,
2. if it relates to tax valuations or the amount of individual taxes,

3. with regard to the difference between the value at which items were stated in the annual balance sheet and a higher value of such items, unless the Annual Stockholders' Meeting approves the annual financial statements,
4. with regard to the accounting policies, if disclosure of these policies in the notes suffices to give a true and fair view of the assets, liabilities, financial position and profit or loss of the company within the meaning of Section 264 Para. 2 HGB; this does not apply if the Annual Stockholders' Meeting approves the annual financial statements,
5. if providing such information would render the Board of Management criminally liable,
6. if the information is continuously available on the company's website page for at least seven days prior to commencement of the Annual Stockholders' Meeting as well as during the meeting.

The provision of information may not be denied for other reasons.

If information has been provided outside an Annual Stockholders' Meeting to a stockholder because of their capacity as a stockholder, this information is to be provided to every other stockholder making a corresponding request at the Annual Stockholders' Meeting, even if this information is not required in order to appropriately evaluate the agenda item. Such a request must be submitted as part of a spoken contribution by way of video communication via the InvestorPortal. In this event, the Board of Management may not refuse to provide the information on the grounds of numbers 12 to 4 above.

If a stockholder's request for information is refused, the stockholder can demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. The button provided on the InvestorPortal must be used for this purpose.

6. Stockholders' right of objection in accordance with Sections 118a Para. 1 Sentence 2 No. 8 in conjunction with 245 AktG

Stockholders who attend the meeting electronically can object to resolutions of the Annual Stockholders' Meeting by way of electronic communication for the records of the officiating notary from the start to the end of the virtual Annual Stockholders' Meeting via the company's InvestorPortal at

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The button provided on the InvestorPortal must be used for this purpose.

The proxies appointed by the company do not declare any objections to resolutions of the Annual Stockholders' Meeting for the records of the officiating notary.