



LANXESS AG

Rules of Procedure for the Board of Management Applicable as of June 1, 2017

In accordance with the provisions of the law and the Articles of Association, the Supervisory Board adopts the following Rules of Procedure for the Board of Management pursuant to § 6 Paragraph 2 of the Articles of Association:

§ 1

General

- (1) The Board of Management shall conduct the Company's business in accordance with the law, the provisions of the Articles of Association and these Rules of Procedure. It shall cooperate in good faith with the other governance bodies of the Company and with the employees in pursuing the Company's best interests.
- (2) The responsibilities of the individual members of the Board of Management are contained in the attached schedule of duties, which forms part of these Rules of Procedure.
- (3) The Board of Management shall adopt rules on representation for the event that a member of the Board of Management cannot perform his or her duties due to vacation, illness or another reason. Each member of the Board of Management is authorized and obligated to represent another member in urgent cases.

§ 2

General management

- (1) The members of the Board of Management shall bear joint responsibility for running the business as a whole. They shall work together as colleagues and inform each other continuously of important measures and events in their Board of Management areas.
- (2) The Board of Management in its entirety shall decide on all matters of fundamental or material significance, as well as on all other matters requiring a resolution by the full Board of Management in accordance with the statutory provisions, the provisions of the Articles of Association or these Rules of Procedure. This shall apply to the following measures, in particular:
 - a) Preparation of corporate planning for the upcoming fiscal year, including an earnings plan, a capital expenditure plan, a financial plan and a personnel plan for the Group and its organizational units
 - b) Defining the structure and policies of the Group, fundamental issues of corporate policy and other issues of particular significance for the Group or an organizational unit
 - c) General strategic planning matters for the individual organizational units
 - d) Preparing the financial statements, the management report, the consolidated financial statements and the Group management report, including the proposal for use of the distributable profit
 - e) Convening the Annual Stockholders' Meeting and proposing motions for resolution by the Annual Stockholders' Meeting
 - f) Periodic reporting to the Supervisory Board pursuant to § 90 of the German Stock Corporation Act (AktG)
 - g) Transactions that require the consent of the Supervisory Board
 - h) Capital expenditures (including the development of property and the conclusion of rental and leasing agreements) and divestitures of the Company or Group companies, provided the individual value exceeds €5 million
 - i) Preparation, amendment or revocation of general guidelines for the hiring, dismissal and compensation of employees and the company pension plan

- j) Granting and revocation of general powers of attorney
 - k) Construction and abandonment of production sites or branches
 - l) Conclusion, amendment or termination of agreements concerning the acquisition or divestiture of industrial property rights (particularly patents, registered patents, utility models, trademarks), secret processes, trade secrets, know-how or similar rights, as well as the conclusion, amendment or termination of active or passive license agreements, provided the respective payments by the Company or Group company in each case exceed €5 million according to the agreement
 - m) Staffing of positions at the second management level of LANXESS AG and proposals for the appointment of members of the Board of Management and managing directors of Group subsidiaries
 - n) Matters that are not allocated to a Board of Management area according to the schedule of duties
 - o) Matters submitted for its decision by a member of the Board of Management
- (3) Any individual decisions to be taken pursuant to Paragraph 2 letters b), c) h), l) and n) shall take account of the special circumstances of a so called de facto group, provided no intercompany agreement exists with the respective Group company.

§ 3

Management of the Board of Management areas

- (1) The individual members of the Board of Management shall be individually responsible for managing the areas assigned to them within the framework of the decisions made by the entire Board. Insofar as intended measures and transactions of one Board of Management area also affect one or several other Board of Management areas, the member of the Board of Management responsible for that area shall coordinate these in advance with the other members of the Board of Management involved. If a consensus cannot be reached, each member of the Board of Management involved shall be obligated to contribute to a resolution by the Board of Management. In such a case, the measure or transaction must not be carried out until the full Board of Management has made a decision.

- (2) In case of serious misgivings regarding matters of another Board of Management area, each member of the Board of Management shall be obligated to contribute to a resolution by the Board of Management, unless the misgivings can be resolved through discussion with the other member of the Board of Management.
- (3) Measures and transactions of one Board of Management area that are of material significance for the Company, the Group or an organizational unit, or that entail a significant financial risk, shall require the prior consent of the Board of Management. The same shall apply to measures and transactions for which the Chairperson of the Board of Management orders a prior resolution by the Board of Management.
- (4) Notwithstanding Paragraph 1 sentence 2 and Paragraph 3, a member of the Board of Management may carry out measures or transactions within his or her Board of Management area without prior consent of the Board of Management or, in the case of Paragraph 1 Sentence 2, without consulting the other members involved beforehand, if this is necessary in his or her best judgment to prevent immediate serious harm to the Company, the Group or an organizational unit. A decision permissible under this provision may go no further than is necessary in order to prevent harm to the Company, the Group or an organizational unit. The Board of Management must be informed immediately of any such decision.

§ 4

Chairperson of the Board of Management

- (1) The Chairperson shall be responsible for the objective coordination of all Board of Management areas. He or she shall endeavor to ensure that the management of the Board of Management areas is consistently aligned to the goals set by the resolutions of the Board of Management. He or she may request information from the members of the Board of Management on individual matters relating to their respective areas at any time and may require that he or she be informed in advance about certain types of transactions.
- (2) The Chairperson of the Board of Management shall represent the Board of Management and the Company in public, particularly in dealings with public authorities, associations, business organizations and the media. For certain types of matters or in individual cases, he or she may delegate this task to another member of the Board of Management.
- (3) The Chairperson of the Board of Management shall be responsible for cooperation with the Supervisory Board and its members.

§ 5**Meetings and resolutions**

- (1) The Board of Management shall hold regular meetings called by the Chairperson of the Board of Management.
- (2) Each member of the Board of Management may request the convening of a meeting, stating the subject to be discussed.
- (3) Notice of the meeting shall be given no later than three days prior to the meeting and shall include the agenda. The notice of the meeting shall include a description of and a proposed resolution for each of the agenda items.
- (4) Meetings shall be chaired by the Chairperson of the Board of Management. He or she shall determine the order in which the agenda items are discussed and the manner and order in which votes are taken. The Chairperson can call in persons who are not members of the Board of Management to give advice on individual items. The Chairperson may postpone the discussion of and the voting on individual agenda items.
- (5) The Board of Management shall have a quorum if all members have been invited and at least one half of the members are present at the meeting. Members participating via conference call or video conferencing shall be deemed present. Absent members may cast their votes in writing, by telephone or in text form (§ 126b of the German Civil Code). Votes cast in writing or text form must be presented at the meeting by another member of the Board of Management. Members who are not in attendance must be informed immediately of resolutions adopted in their absence. Matters relating to the Board of Management area of an absent member shall only be dealt with and voted on with his or her consent, unless urgent action is required.
- (6) Resolutions by the Board of Management shall generally be adopted during meetings. At the initiative of the Chairperson and in exceptional cases, resolutions may also be adopted between meetings (through votes communicated orally, by phone, in writing or in text form pursuant to § 126b of the German Civil Code) if all members of the Board of Management participate in the vote and no member has immediately voiced an objection to this procedure and justified this objection. Such resolutions shall be recorded in the minutes of the next meeting.
- (7) The Board of Management shall adopt resolutions by a simple majority of the votes cast by its members, unless otherwise prescribed by law. In the event of a tie, the Chairperson of the Board of Management shall have the casting vote.

- (8) Minutes shall be kept of the meetings of the Board of Management. The minutes must contain the place and date of the meeting, the names of the participants, the agenda items and the wording of the resolutions adopted. The minutes shall be signed by the Chairperson of the meeting and a copy sent to all members of the Board of Management. The minutes shall be considered to be approved if no member of the Board of Management voices an objection at the next meeting following receipt of the minutes.

Annex: Schedule of duties

Responsibilities Board of Management LANXESS AG (as of January 2024)

	M. Zachert <i>CEO</i>	F. van Baarle <i>Labor Director</i>	H. Fink	O. Stratmann <i>CFO</i>
Business Units:	Flavors & Fragrances (F&F) Liquid Purification Technologies (LPT) Material Protection Products (MPP)	Lubricant Additives (LAB) Polymer Additives (PLA) RheinChemie (RCH)	Advanced Industrial Intermediates (All) Inorganic Pigments (IPG) Saltigo (SGO) Urethane Systems (URE)	
Group Functions:	Corporate Communications (COM) Corporate Development (DEV) Legal & Compliance (LEX)	Human Resources (HR)	Global Procurement & Logistics (GPL) Production, Technology, Safety & Environment (PTSE)	Accounting (ACC) Corporate Controlling (CON) Information Technology (IT) Mergers & Acquisitions (M&A) Treasury & Investor Relations (TIR) Tax & Trade Compliance (TTC)
Additional Responsibilities:	Performance Culture Executive HR	Region Americas	Xact Region APAC & India	Region EMEA