Articles of Association of LANXESS Aktiengesellschaft

Section I
General Provisions

Article 1
Company name and registered office

(1) The name of the company is LANXESS Aktiengesellschaft.

(2) Its registered office is in Cologne.

Article 2
Purpose of the company

(1) The purpose of the company is to manufacture, distribute and perform other industrial activities, and to provide services in the chemical and polymer fields.

(2) The company is entitled to perform all transactions that are related to the purpose of the company or are directly or indirectly suited to serving such purpose.

(3) The company can establish, acquire, and hold shares in other companies, particularly any whose company purposes overlap in full or in part with the fields specified in (1). The company can combine its shareholdings under its own management or confine itself to the management of the shareholding. It can spin off or transfer part or all of its operations to affiliates.

Article 3
Fiscal year, announcements, place of jurisdiction, information

(1) The fiscal year is the calendar year.

(2) Announcements by the company shall be made by way of publication in the Federal Gazette.

(3) The place of jurisdiction for any dispute between the company and its shareholders is the place of the company's registered office. Foreign courts shall not handle such disputes.

(4) Provided the statutory requirements are met, information can also be sent to the holders of listed securities of the company by way of remote data transmission.

Section II
Capital stock and shares

Article 4
Capital stock

(1) The capital stock amounts to EUR 86,346,303 and is divided into 86,346,303 bearer shares (no-par shares).

(2) In the event of a capital increase, the profit participation of the new shares may be regulated in deviation from Section 60 of the German Stock Corporation Act.

(3) The Board of Management is authorized until 23 May 2026 and with the Supervisory Board's approval, to increase the capital stock by up to a total amount of EURO 17,269,260 in one or more installments by issuing new no-par bearer shares against cash and/or non-cash contributions (Authorized Capital I).

The shareholders shall generally be granted preemptive rights. Preemptive rights can also be granted in such a way that the new shares are acquired by one or more banks or equivalent companies pursuant to Section 186(5) sentence 1 AktG with the obligation to offer them to the company's shareholders for subscription (indirect preemptive right). However, the Board of Management is authorized, with the Supervisory Board's approval, to disapply the shareholders' preemptive rights in the following cases:

a) to eliminate fractional amounts in the case of capital increases;

b) if this is necessary to grant holders or creditors of option or conversion rights granted or option or conversion obligations imposed by the company, or by its directly or indirectly affiliated companies, preemptive rights to new no-par bearer shares to the extent to which they would be entitled to these as shareholders after exercising the option or conversion right or on fulfillment of the option or conversion obligation.

c) in the case of capital increases against non-cash contributions, particularly in the context of business combinations or the acquisition of companies, parts of companies, equity investments in companies or other assets, including rights and claims.

d) in the case of capital increases against cash contributions, provided the issue price of the new no-par bearer shares is not significantly lower than stock market price at the time when the issue price is finally determined, which is to take place as close in time as possible to the placement of the no-par bearer shares (simplified disapplication of preemptive rights pursuant to Section 186(3) sentence 4 AktG). The shares issued with preemptive rights disapplied pursuant to Section 186(3) sentence 4 AktG must not exceed a total of 10% of the existing capital stock at the time when the resolution is adopted by the Shareholders' Meeting or – if lower – when the resolution on the utilization of the authorized capital is adopted. The cap of 10% of the capital stock is reduced by the pro rata amount of the capital stock attributable to shares that have been issued or sold during the term of this authorization with preemptive rights disapplied, applying Section 186(3) sentence 4 AktG directly or correspondingly.

In addition, this cap is reduced by shares that have been issued or are to be issued to service option or conversion rights or obligations, if the option or conversion rights or obligations were granted or imposed during the term of this authorization with preemptive rights disapplied pursuant to Section 186(3) sentence 4 AktG.

The Board of Management is further authorized to specify the further details of the capital increase and its implementation with the Supervisory Board's approval.

Shares that are issued on the basis of this authorization with shareholders' preemptive rights disapplied must not exceed a notional share of 10% of the capital stock at the time this authorization enters into effect (i) together with shares that are issued by the company during the term of this authorization on the basis of other authorizations with preemptive rights disapplied and (ii) together with shares that have been issued or are to be issued to service option or conversion rights or obligations, if the option or conversion rights or obligations were granted or imposed during the term of this authorization with preemptive rights disapplied. Shares that are issued to eliminate fractional amounts with preemptive rights disapplied in the case of capital increases are not counted toward the above cap.

(4) The Board of Management is authorized until 23 May 2025 and, with the Supervisory Board's approval, to increase the capital stock by up to a total amount of EUR 8,634,630 in one or more installments by issuing new no-par bearer shares against cash contributions (Authorized Capital II).

The shareholders shall generally be granted preemptive rights. Preemptive rights can also be granted in such a way that the new shares are acquired by one or more banks or equivalent companies pursuant to Section 186(5) sentence 1 AktG with the obligation to offer them to the company's shareholders for subscription (indirect preemptive right). However, the Board of Management is authorized, with the Supervisory Board's approval, to disapply the shareholders' preemptive rights in the following cases:

a) to eliminate fractional amounts in the case of capital increases;

b) if the issue price of the new no-par bearer shares is not significantly lower than stock market price at the time when the issue price is finally determined, which is to take place as close in time as possible to the placement of the no-par bearer shares (simplified disapplication of preemptive rights pursuant to Section 186(3) sentence 4 AktG). The shares issued with preemptive rights disapplied pursuant to Section 186(3) sentence 4 AktG must not exceed a total of 10% of the existing capital stock at the time when the resolution is adopted by the Shareholders' Meeting or – if lower – when the resolution on the utilization of the authorized capital is adopted. The cap of 10% of the capital stock is reduced by the pro rata amount of the capital stock attributable to shares that have been issued or sold during the term of this authorization with preemptive rights disapplied, applying Section 186(3) sentence 4 AktG directly or correspondingly.

In addition, this cap is reduced by shares that have been issued or are to be issued to service option or conversion rights or obligations, if the option or conversion rights or obligations were granted or imposed during the term of this authorization with preemptive rights disapplied pursuant to Section 186(3) sentence 4 AktG.

The Board of Management is further authorized to specify the further details of the capital increase and its implementation with the Supervisory Board's approval.

Shares that are issued on the basis of this authorization with shareholders' preemptive rights disapplied must not exceed a notional share of 10% of the capital stock at the time this authorization enters into effect (i) together with shares that are issued by the company during the term of this authorization on the basis of other authorizations with preemptive rights disapplied and (ii) together with shares that have been issued or are to be issued to service option or conversion rights or obligations, if the option or conversion rights or obligations were granted or imposed during the term of this authorization with preemptive rights disapplied. Shares that are issued to eliminate fractional amounts with preemptive rights disapplied in the case of capital increases are not counted toward the above cap.

(5) The capital stock shall be increased on a conditional basis by up to EURO 8,634,630, divided into up to 8,634,630 no-par bearer shares (conditional capital). The conditional capital increase shall be implemented only to the extent that the holders or creditors of, or persons obligated to exercise, option or conversion rights pertaining to warrant and/or convertible bonds and/or income bonds (or combinations of these instruments) – issued against a cash contribution or guaranteed by the company or by a dependent group company on or before 23 May 2026 on the basis of the authorization granted to the Board of Management by resolution of the Shareholders' Meeting of 24 May 2023 – exercise their option or conversion rights, or, to the extent that they are obligated to exercise a conversion or option, they fulfill their obligation to exercise a conversion or option, or to the extent that the company exercises an option to grant shares in the company in place of all or part of the due cash amount. The conditional capital increase shall not be implemented if cash compensation is granted or if the company's own shares, shares issued out of authorized capital or shares in another listed company are used to service the option or conversion rights. The new shares shall be issued at the option or conversion price to be determined in accordance with the authorizing resolution referred to above. The new shares shall participate in profit, starting with the beginning of the fiscal year in which they are created; insofar as is legally permissible, the Board of Management may, with the Supervisory Board's approval, determine profit participation for the new shares in deviation from the above and from Section 60(2) of the German Stock Corporation Act, including for a fiscal year which has already ended. The Board of Management is authorized, with the Supervisory Board's approval, to specify the further details for the purpose of executing the conditional capital increase.

Article 5
Shares

(1) The shareholders' right to securitization of their holdings is disapplied.

(2) The decision on issuing share certificates and all associated details shall be made by the Board of Management.

Section III
Constitution

A. Board of Management

Article 6
Composition, rules of procedure

(1) The Board of Management shall comprise at least two members. Other than this, the number of members of the Board of Management shall be determined by the Supervisory Board. The Supervisory Board may appoint a Board of Management member as the Chair of the Board of Management and another Board of Management member as the Deputy Chair of the Board of Management. Deputy members of the Board of Management may be appointed.

(2) The Board of Management may adopt rules of procedure for itself by way of unanimous resolution if the Supervisory Board does not issue rules of procedure for the Board of Management.

Article 7
Powers of representation

The company is legally represented by two members of the Board of Management or by one member of the Board of Management acting jointly with one holder of a general commercial power of attorney (*Prokurist/Prokuristin*).

B. Supervisory Board

Article 8
Composition, election, and term of office

(1) The Supervisory Board comprises twelve members. Six members are elected by the Shareholders' Meeting in accordance with the provisions of the German Stock Corporation Act (AktG) and six are elected by the employees in accordance with the provisions of the German Codetermination Act of 4 May 1976 (MitbestG).

(2) Members of the Supervisory Board are elected for the period up to the end of the Stockholder's Meeting that decides on their discharge for the fourth fiscal year after their term of office begins. The fiscal year during which their term of offices begins is excluded. The Stockholder's Meeting can specify a shorter term of office when appointing members.

(3) At the same Stockholder's Meeting as for the election of the Supervisory Board, one or more substitute members for the Supervisory Board can be elected. Substitute members replace the Supervisory Board member concerned for the remaining term of office if said member departs prematurely. Substitute members of the Supervisory Board are elected in accordance with the provisions of the Codetermination Act.

(4) If a Supervisory Board member elected by the Stockholder's Meeting departs before his or her term of office ends and has no elected substitute, a by-election is held to elect a successor for the remaining term of office concerned, unless it has been shortened.

(5) Members of the Supervisory Board can step down at any time by giving two weeks' notice, in writing, to the Chair of the Supervisory Board or to the Board of Management. The dismissal of a Supervisory Board member elected by the shareholders requires a majority vote of at least three quarters of the votes cast.

Article 9
Chairs and Deputy Chair

(1) The Supervisory Board elects a Chair and Deputy Chair from among its members. These elections are held in accordance with the provisions of the Codetermination Act.

(2) Unless a shortened term of office is specified at the time of election, the Chair and Deputy Chair of the Supervisory Board are elected as such for the term of their Supervisory Board membership. These elections are held in a meeting that is not specially convened, after the Shareholders' Meeting appointing the Supervisory Board members representing the shareholders.

(3) If the Chair or Deputy Chair of the Supervisory Board departs before his or her term of office ends, the Supervisory Board elects a successor at its next meeting. If the Chair of the Supervisory Board departs prematurely, the Supervisory Board is convened by the Deputy Chair.

(4) The Deputy Chair does not have the rights and duties of the Chair unless the Chair is unable to exercise them and they are expressly transferred to the Deputy Chair in accordance with the law or with the Articles of Association.

Article 10
Convocation and resolutions

(1) The Chair of the Supervisory Board convenes and chairs its meetings. The Supervisory Board must hold two meetings each half of the calendar year. It also holds meetings when this is legally stipulated or deemed necessary for business purposes.

(2) Subject to statutory regulations, the members of the Board of Management can attend Supervisory Board meetings unless otherwise specified by the Chair of the Supervisory Board for specific reasons.

(3) The Supervisory Board is quorate if at least half of its constituent members participate in passing the resolution. A member also participates in resolutions if he or she abstains from voting. Members attending by video conference are deemed present. Absent Supervisory Board members can participate in resolutions by giving written voting instructions to fellow members. Written voting instructions provided in text form as defined in Section 126b of the German Civil Code (BGB) are also valid.

(4) The Chair can – once only – postpone the adoption of resolutions on individual or all agenda items for up to four weeks if the number of shareholder and employee members taking part in the resolution would otherwise be unequal or if there is another significant reason to postpone.

(5) At the initiative of the Chair, the Supervisory Board can also adopt resolutions between meetings via verbal, telephone, written and text form (Section 126b BGB) voting instructions. There is no right of objection to the form in which the Chair arranges to adopt the resolution. The Chair sets out such decisions in writing and they are minuted at the next meeting.

(6) Unless otherwise specified by legal requirements, Supervisory Board resolutions require a majority of the votes cast. In the event of two tied votes on the same resolution, the Chair has two votes. As with other votes, the second vote can be cast in writing or text form (Section 126b BGB) as per sentences 4 and 5 of (3) above.

(7) Supervisory Board proceedings and resolutions must be minuted and the minutes signed by the Chair and kept on file.

(8) Statements of the Supervisory Board and its committees are issued by the Chair on behalf of the Supervisory Board. To submit statements to the Supervisory Board, it is sufficient to submit them to one member of the Supervisory Board.

(9) The Supervisory Board can resolve amendments to the Articles of Association that affect the wording only.

Article 11
Rules of procedure and committees

(1) The Supervisory Board resolves on rules of procedure for itself.

(2) In addition to the committee under Section 27(3) of the Codetermination Act, the Supervisory Board can form further committees and staff them from among its members. Decision-making powers of the Supervisory Board can be delegated to these committees unless otherwise precluded by law.

(3) The rules in Article 10 apply accordingly to the committees. The committee can elect one of its members as a Chair if the Supervisory Board does not appoint one. In the event of two tied votes by a committee on the same resolution – excluding the committee under Section 27(3) of the Codetermination Act – the Chair of the committee has two votes. Note that the Supervisory Board can regulate committee activities by using the rules of procedure.

Article 12
Supervisory Board remuneration

(1) Each member of the Supervisory Board receives fixed annual remuneration of EUR 80,000 ("fixed remuneration") for his or her work. The Chair receives three times and the Deputy Chair one-and-a-half times the fixed remuneration.

(2) Supervisory Board members who serve on a committee other than the Nomination Committee additionally receive half of the fixed remuneration. Supervisory Board members who serve on the Nomination Committee additionally receive one eighth of the fixed remuneration. The Chair of the Audit Committee additionally receives another half of the fixed remuneration. Supervisory Board members who chair a committee other than the Audit Committee or the Nomination Committee additionally receive one quarter of the fixed remuneration. No additional remuneration is granted for membership of the committee to be formed in accordance with Section 27(3) of the Codetermination Act or for chairing the Nomination Committee. In total, each member of the Supervisory Board shall receive no more than three times the fixed remuneration in line with the above regulations.

(3) The fixed remuneration is payable four weeks after the end of the fiscal year. Members of the Supervisory Board who have served on the Supervisory Board or served on or chaired a committee for only part of a fiscal year receive proportionately lower fixed remuneration.

(4) Each member of the Supervisory Board and its committees receives an attendance fee of EUR 1,500 for each Supervisory Board meeting and committee meeting that he or she attends. The committee to be formed in accordance with Section 27(3) of the Codetermination Act is not considered to be a committee within the meaning of this paragraph (4). The attendance fees to which the respective Supervisory Board member is entitled in a fiscal year are payable together with the fixed remuneration to be paid for the fiscal year.

(5) All remuneration within the meaning of paragraphs (1) to (4) is subject to sales tax in the amount legally owed by the Supervisory Board member.

(6) The company reimburses Supervisory Board members' expenses incurred while performing their duties, including any sales tax payable on the reimbursement of their expenses.

(7) The company can take out liability insurance for the benefit of the Supervisory Board members, which covers the legal liability associated with their activities as Supervisory Board members.

C. Shareholders' Meeting

Article 13
Location of the Shareholders' Meeting

The Shareholders' Meeting shall be held at the location of the company's registered office or in a German municipality with more than 100,000 residents.

Article 14
Convening of the Shareholders' Meeting

The Shareholders' Meeting is convened by the Board of Management unless other persons are authorized by law to do so. Its convening must be announced in the Federal Gazette (Bundesanzeiger) at least thirty-six days before the day of the meeting. The Board of Management is authorized, with the approval of the Supervisory Board, to stipulate that the Shareholders' Meeting be held as a meeting without the physical presence of the shareholders or their authorized representatives at the location of the Shareholders' Meeting (virtual Shareholders' Meeting) if the meeting takes place within two years of the entry of this provision of the Articles of Association resolved by the Shareholders' Meeting on May 22, 2025 in the Commercial Register.

Article 15
Eligibility

(1) Only shareholders who have registered with the company in text form in German or English are eligible to attend the Shareholders' Meeting and exercise their voting rights. This registration must be received by the company at the address specified for this purpose in the convocation at least six days before the Shareholders' Meeting, not including the day on which it is received.

(2) In addition, the shareholders must prove their eligibility to attend the Shareholders' Meeting and exercise their voting rights. This requires evidence of their shareholdings from the last intermediary in text form in German or English. Evidence of shareholdings from the last intermediary in accordance with the requirements of Section 67c(3) AktG is sufficient. The evidence must relate to the close of business on the twenty-second day before the meeting. It must be received by the company at the address specified for this purpose in the convocation at least six days before the Shareholders' Meeting, not including the day on which it is received.

(3) Voting rights can be exercised by an authorized representative. Granting of such authorization, its revocation and the evidence of authorization to be provided the company are required to be made in text form (Section 126b BGB). A relaxation of the requirement for text form can be specified in the convocation. Section 135 AktG remains unaffected.

(4) The Board of Management is authorized to stipulate that shareholders may also attend the Shareholders' Meeting and exercise all or some of their rights in full or in part by way of electronic communication without being present at the meeting location and without an authorized representative (online attendance). The Board of Management can regulate the extent of and procedure for online attendance in detail.

(5) The Board of Management is authorized to stipulate that shareholders may also cast their votes in writing or by way of electronic communication without attending the meeting (postal voting). The Board of Management can regulate the procedure for postal voting in detail.

Article 16
Procedure for the Shareholders' Meeting

(1) The Shareholders' Meeting is chaired by the Chair of the Supervisory Board. If this is not possible, the Chair delegates this to a Supervisory Board member who is also a shareholder representative. If neither the Chair nor a Supervisory Board member delegated by the Chair is available, the meeting chair is elected by a simple majority of votes by the employee representatives on the Supervisory Board who are present at the Shareholders' Meeting.

(2) The meeting chair presides over the discussions and determines the order of the items for discussions and the speakers, as well as the type and form of voting. The result of votes can also be determined by deducting the number of votes in favor or against as well abstentions from the total number of votes attributable to those eligible to vote.

(3) The Board of Management is authorized to permit the full or partial video and/or audio transmission of the Shareholders' Meeting in a way that it shall determine in more detail.

(4) The meeting chair is authorized to set appropriate time limits for shareholders' rights to ask questions and speak; if appropriate, he or she is authorized in particular to limit the time for questions and/or speaking time of individual shareholders or of all shareholders on individual items or all items of the Shareholders' Meeting at the beginning of or during the Shareholders' Meeting and, if legally permissible, with regard to proper holding of the Shareholders' Meeting, to order the closure of the debate.

(5) Supervisory Board members may, in consultation with the Chair of the Supervisory Board, attend the Shareholders' Meeting by way of video and audio transmission if the Supervisory Board member in question is unable to attend in person at the location of the Shareholders' Meeting, if the Supervisory Board member's place of residence is in another country, if the Supervisory Board member's attendance at the location of the Shareholders' Meeting would entail unreasonably long travel time, or if the Shareholders' Meeting is held as a virtual Shareholders' Meeting.

Article 17
Resolutions

(1) Each share entitles the holder to one vote at the Shareholders' Meeting.

(2) Unless required otherwise by the law or by the Articles of Association, resolutions of the Shareholders' Meeting are adopted by a simple majority of the votes passed and, if a capital majority is also required, by a simple majority of the capital stock represented when the resolution is adopted.

Section IV
Annual financial statements and appropriation of profits

Article 18
Annual financial statements

(1) The Board of Management must prepare the annual financial statements, the management report, the consolidated financial statements and the group management report for the past fiscal year by the statutory deadlines and submit them promptly to the Supervisory Board and the auditor. In addition, the Board of Management must submit a proposal for the appropriation of retained earnings to the Supervisory Board.

(2) The statutory regulations and commercial principles are decisive for the preparation of the annual financial statements and the consolidated financial statements.

(3) When adopting the annual financial statements, the Board of Management and the Supervisory Board are authorized to transfer part or all of the remaining annual net profit – after deducting the amounts to be transferred to the statutory reserve and any loss carried forward – to other revenue reserves. A transfer of more than half of the annual net profit is not permitted if the other revenue reserves would then exceed half of the capital stock after the transfer.

Article 19
Appropriation of retained earnings

(1) Within the first eight months of each fiscal year, the Shareholders' Meeting resolves on the discharge of the members of the Board of Management and the Supervisory Board, the appropriation of retained earnings, and the selection of the auditor (Ordinary Shareholders' Meeting).

(2) Retained earnings are distributed evenly among the shareholders unless the Shareholders' Meeting resolves on a different appropriation.

(3) The Shareholders' Meeting can resolve to distribute retained earnings to the shareholders partly or fully by way of a non-cash distribution.