

2024

Compensation Report

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Compensation Report 2024

This compensation report complies with the statutory requirements under Section 162 of the German Stock Corporation Act (AktG) as well as the reporting principles of the German Corporate Governance Code (GCGC) in the version of April 28, 2022. The compensation report describes and explains in detail the compensation system for the Board of Management and Supervisory Board of LANXESS AG and the compensation of the individual current and former members of the Board of Management and Supervisory Board for fiscal year 2024. For LANXESS, transparent and comprehensible reporting is a key element of good corporate governance. In addition to the requirements of Section 162 Paragraph 3 Sentences 1 and 2 AktG, the content of the report is also audited by the auditor. In accordance with Section 120a AktG, the compensation report on the compensation granted and owed to each individual member of the Board of Management and Supervisory Board of LANXESS AG in fiscal year 2023 was approved at the Annual Stockholders' Meeting on May 24, 2024, by a majority of 92.40%. Because of the high level of approval for the application of the compensation system in fiscal year 2023 and the positive feedback from investors during regular engagement, the structure of the compensation report approved in 2024 has essentially been retained for this 2024 compensation report.

COMPENSATION OF THE BOARD OF MANAGEMENT

Principles and Objectives of the Board of Management Compensation System

In fiscal year 2020, the Supervisory Board revised the compensation system for the members of the Board of Management on the basis of the Second Shareholder Rights Directive Implementation Act (ARUG II) and the version of the GCGC dated December 16, 2019, which was applicable at the time. Taking particular account of LANXESS's sustainable and strategic alignment, significant changes were implemented here. In particular, both the short-term variable compensation and the long-term variable compensation are based on two measurable performance criteria that are aligned with the sustainable corporate strategy. In addition, the proportions of short-term and long-term variable compensation have been determined such that the long-term compensation components outweigh the short-term ones. The revised compensation system for the Board of Management, which went into effect on January 1, 2021, was approved by the Annual Stockholders' Meeting of LANXESS AG on May 19, 2021, with a majority of 94.22% of the valid votes cast.

The current compensation system has been applied for all current Board of Management members

since April 1, 2024, in accordance with the employment contracts concluded. The re-appointment of Matthias Zachert as Chairman of the Board of Management took effect on that date, and an amended employment contract was concluded with him. This invalidates the deviation from recommendation G.6 of the German Corporate Governance Code (GCGC) in connection with the provisions of his previous contract. A temporary deviation from the current compensation system only exists for one Board of Management member with regard to contributions to the pension plan. This deviation is explained in more detail in the "Process for Determining and Reviewing the Board of Management Compensation" section.

The compensation system for the Board of Management is geared toward compensating the Board of Management members appropriately in line with their tasks and responsibilities and taking account of the performance of each individual Board of Management member and the company's success. The aim of the compensation system is to support successful and sustainable corporate governance. LANXESS's compensation structure is therefore designed to provide the motivation to successfully work toward sustainable corporate development and the achievement of strategic corporate goals as well as for long-term value creation for our stockholders. Both of the long-term variable components are

based on corporate performance over several years, and thus create long-term incentives. Because one of these long-term compensation components measures stock price development compared with an index, the management's objectives are aligned with the direct interests of the stockholders. In designing the Board of Management compensation, it is also important to the Supervisory Board to ensure that this is generally in line with the compensation system for senior executives, so as to ensure a uniform incentive effect within the LANXESS management.

Process for Determining and Reviewing the Board of Management Compensation

In accordance with Section 87a AktG, the Supervisory Board resolves on a clear and comprehensible compensation system for the members of the Board of Management. The Supervisory Board resolutions on the compensation system are prepared by the Presidial Committee of the Supervisory Board. The Presidial Committee also prepares the Supervisory Board's regular review of the system and the amount of compensation for the Board of Management members as well as other personnel decisions to be made by the Supervisory Board. If necessary, it advises the Supervisory Board to make changes to the system. The Chairman of the Presidial Committee is Dr. Rainier van Roessel. The other members of the Presidial Committee are Manuela Strauch, Hans van Bylen, Dr. Hans-Joachim Müller, Ralf Sikorski and Sadik Emiroglu.

In accordance with Section 120a Paragraph 1 Sentence 1 AktG, the Supervisory Board presents the compensation system that it has resolved to the Annual Stockholders' Meeting for approval each time a significant change is made, or at least every four years. If the Annual Stockholders' Meeting does not approve the Board of Management compensation system put to the vote, then a revised system is presented for approval at the following Annual Stockholders' Meeting at the latest. The Board of Management compensation system to go into effect on January 1, 2026, is scheduled to be presented to the Annual Stockholders' Meeting on May 22, 2025, for annual approval.

The appropriateness of the compensation is regularly reviewed by the Supervisory Board. In doing so, it uses an independent external personnel consultancy. Such a review most recently took place in July 2024. To account for the criteria country and size, all stock corporations listed in the DAX and the MDAX were applied as the first reference market. To additionally account for the criterion industry in the review of market conventionality, a group of 16 chemical companies was applied as a second reference market¹⁾. These companies were selected by the Supervisory Board on the basis of their comparability with regard to business model, sales, market capitalization and headcount. Criteria for determining the appropriateness of the compensation for an individual Board of Management member are, in particular, his duties, his personal performance, the economic situation, and the success and sustainable growth of the LANXESS Group. In addition, consideration

is also given to compensation at comparable companies and the company's overall compensation structure with regard to the ratio between the compensation of the Board of Management and that of LANXESS's senior executives and the rest of the workforce, both overall and in terms of time. The review of the Board of Management compensation structure showed that it is fundamentally designed appropriately.

In accordance with Section 87a Paragraph 2 Sentence 2 AktG, the Supervisory Board may temporarily deviate from the compensation system if this is necessary in the interests of the company's long-term wellbeing and if it specifies the compensation system, the deviation process and the components of the compensation system from which it deviates. The process for such a deviation requires an explicit Supervisory Board resolution that describes specifically and in an appropriate form the duration of the deviation and the deviation as such, as well as the reason for it. In fiscal year 2023, the Supervisory Board only exercised the option to deviate from the compensation system in the case of one provision in the employment contract of the CFO Oliver Stratmann. The pension to be paid for him by LANXESS was set at 25% of an annual base salary. The plan is to also incorporate this halved company pension contribution for all (re-) appointments as of 2026 into the future compensation system to be presented to the Annual Stockholders' Meeting on May 22, 2025, for approval. The company pension contribution should also be 25% of the annual base salary for any further appointments made during the remaining term of the current compensation system.

1) The reference group consisted of the following companies: AkzoNobel, Arkema, Beiersdorf, Clariant, Covestro, DSM Firmenich, Evonik, Henkel, IMCD, K+S, Lonza, Merck, Solvay, Syensqo, Symrise, Wacker Chemie.

Overview of Compensation Components

The current compensation system includes the components described in the following overview. The compensation system also still includes a clawback clause and a share ownership obligation that requires the Board of Management members to invest a defined proportion of their compensation in shares and to hold these shares for the duration of their Board of Management mandate

(“Share Ownership Guideline”). In addition, the compensation system still comprises a temporary right to extraordinary termination in the event of a change of control with a limited severance regulation. The overview also shows the relative proportions of the individual compensation components within the total target compensation of the Board of Management members.

In addition to the fixed compensation, the components of compensation for Board of Management members comprise short-term and long-term variable compensation components. The two variable compensation components for the Board of Management – the Annual Performance Payment (APP) and the Long-Term Incentive (LTI) – are linked to LANXESS’s annual performance and performance over a number of years and thus reward the sustainable, value-oriented

Overview of the Board of Management Compensation System and the Compensation Structure

Compensation components			Weighted	Shares of total target compensation		Share of the annual base salary (target)		Maximum payment	Other components of the compensation system	
				Chairman of the Board of Management	Ordinary Board of Management member	Chairman of the Board of Management	Ordinary Board of Management member		CoC ²⁾	Claw-back
Variable	Long-term	Long-Term Incentive (LTI)	60%	40%	37%	82,5%		200%	CoC ²⁾	Claw-back
		Long-Term Stock Performance Plan (LTSP)								
	Short-term	Annual Performance Payment (APP)	80%	30%	30%	100%		200%		
		Sustainability Performance Plan (SPP)	40%							
Fixed	Fixed compensation	Annual base salary		30%	33%			100%	SOG ³⁾	
		Non-cash benefits				15%	56,25%			15%

1) Reduction to 25% on the appointment of Oliver Stratmann to the Board of Management.
 2) Change of Control.
 3) Share Ownership Guideline.

development of the company. The short-term variable compensation component APP includes a financial and a non-financial performance criterion. The long-term variable compensation component LTI consists of the stock-based Long-Term Stock Performance Plan (LTSP) and the Sustainability Performance Plan (SPP). Dividend equivalents are not granted. The proportions of short-term and long-term variable compensation are designed such that the long-term compensation components outweigh the short-term ones.

Compensation of the Board of Management in Fiscal Year 2024

Fixed compensation components

The non-performance-related fixed compensation components include the annual base salary, the company pension plan and fringe benefits, the latter consisting mainly of the budget for the use of a company car and employer subsidies for health, nursing care and pension insurance. The annual base salary of the members of the Board of Management is market-oriented, in line with the above-mentioned reference group, and also takes responsibilities and functions into account. In view of the fact that the annual base salary of Frederique van Baarle lies below the range customary for the reference market and taking into account her additional responsibilities and tasks for the Americas region, the Supervisory Board at its meeting on March 13, 2024, raised Ms. van Baarle's annual base salary from €450 thousand to €500 thousand²⁾ with effect from July 1, 2024. The annual base salary is paid each month in twelve equal parts as a

²⁾ Neither the base salary nor the maximum compensation exceeds the compensation customary for the reference market.

salary. The annual base salary in fiscal year 2024 amounted to €1,400 thousand for the Chairman of the Board of Management, Matthias Zachert, €475 thousand for Frederique van Baarle, €650 thousand for Dr. Hubert Fink and €450 thousand for Oliver Stratmann. For the Board of Management members, fringe benefits are capped at 15% of their contractually agreed individual annual base salary.

Short-term variable compensation

The Board of Management's APP considers two measurable performance criteria:

- › a financial performance criterion constituting 80% of the individual APP and
- › a non-financial performance criterion constituting 20% of the individual APP.

The target and threshold values and the payment curves for the Board of Management's APP are set uniformly for all members of the Board of Management by the Supervisory Board annually before the start of each new fiscal year and also apply to the level below the Board of Management. Subsequent adjustments are not permitted. There is no payment of a minimum amount; if target attainment falls short of a threshold value, no APP payment is made. The maximum APP payout percentage is 200% of the individual annual base salary.

For the Board of Management and managers at the level below the Board of Management, the APP payout percentage refers to the individual underlying APP percentage. For ordinary Board of Management

members, 100% target attainment corresponds to 90% of the annual base salary. For the Chairman of the Board of Management, 100% target attainment corresponded to 125% of the annual base salary on a pro rata basis. Since his re-appointment on April 1, 2024, it has corresponded to 100% of the annual base salary.

The **financial performance criterion** for the short-term variable compensation, the APP, is currently the LANXESS Group's key performance indicator, EBITDA (operating earnings before depreciation, amortization, write-downs and reversals) pre exceptionals. EBITDA pre exceptionals is the most important financial indicator for LANXESS and is used to judge every operational decision or achievement. 100% target attainment occurs in the event of a certain EBITDA pre exceptionals defined by the Supervisory Board before the start of the fiscal year. The payment curve plots a straight line between this target and the upper or lower limit. In a globally weak economic environment in the chemicals industry and a still strained economic situation, the Supervisory Board had established a target that lay above EBITDA pre exceptionals attained in the previous year but below the average level of recent years. The attainment of this financial target of €720 million, which corresponds to planned EBITDA pre exceptionals for fiscal year 2024, leads to a payout percentage of 100% for the financial performance criterion and reflects the market situation at the time of target establishment. If the LANXESS Group's EBITDA pre exceptionals is at least 12.5% higher than the financial target, the payout percentage equals the upper limit of 200% of the APP of the Board of Management for the financial performance criterion. If EBITDA pre

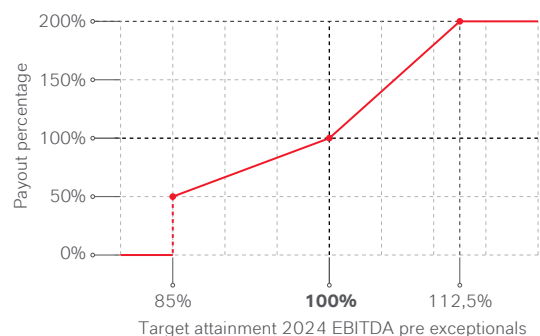
exceptionals is more than 15% lower than the financial target, the payout percentage falls from 50% to 0%. As for the planned EBITDA pre exceptionals, the payment curve with an upper and lower limit is newly established each year by the Supervisory Board, taking account of the macroeconomic situation. Due to the persistent market volatility and various uncertainty factors, the Supervisory Board decided to revert to the lower limit of 85% of

EBITDA pre exceptionals, as in the prior years 2019 through 2022. This also applies to the variable short-term compensation of non-managerial and managerial staff.

For fiscal year 2024, the following target attainment and payment curve apply to the financial performance criterion of the APP:

The **non-financial performance criterion** is currently the lost time injury frequency rate (LTIFR: accidents per million hours worked) for accidents with days lost. This reflects the high importance of employee and site safety for LANXESS. The payment curve for the LTIFR, which is reported to one decimal place, takes a tiered approach in order to maintain the existing positive incident reporting culture. In fiscal year 2024, an LTIFR of between 0.7 and 1.1 equates to 100% target attainment and results in a payout percentage of 100% for the non-financial performance criterion. If the LTIFR is 0.5 or 0.6, this equates to a payout percentage of 150%; if the LTIFR is 0.4 or lower, this equates to a payout percentage of 200% of the Board of Management's APP for the non-financial performance criterion. If the LTIFR is 1.5 or higher, the payout percentage falls to 0%. The long-term goal is to avoid any accidents. The target set for 2024, compared with other companies in the chemical industry and in view of the past trend at LANXESS, remains a challenge.

APP: Target Attainment and Payment Curve for the Financial Performance Criterion EBITDApre



EBITDApre	Target attainment	Payout percentage
≥ €810 million	112.5%	200%
(Target) €720 million	100%	100%
€612 million	85%	50%
< €612 million	< 85%	0%

Actual target attainment for fiscal year 2024

EBITDApre	Target attainment	Payout percentage
€614 million	85.3%	51%

For fiscal year 2024, the target attainment and payment curve presented and explained below apply to the non-financial performance criterion of the APP.

Within the APP, there is the option to grant an ad hoc discretionary bonus. This serves to recognize special achievements or to create an additional incentive and can be granted only as part of the Board of Management's APP. It is capped at 20% of the annual base salary. The discretionary bonus can be used only in exceptional cases and requires a transparent justification from the Supervisory Board. As in the previous years, no discretionary bonus was paid in fiscal year 2024.

The maximum target attainment for the Board of Management's APP (including the discretionary bonus) is capped at 200%.

Long-term variable compensation

The Board of Management is called upon to show long-term commitment to the company and to promote and achieve sustainability. LANXESS sees its strong focus on sustainability as an important aspect of its own competitiveness, not least because sustainability in its various facets is increasingly demanded by customers and consumers, as well as by our employees and investors. Sustainability is an important element of our strategy that is also reflected in the compensation system.

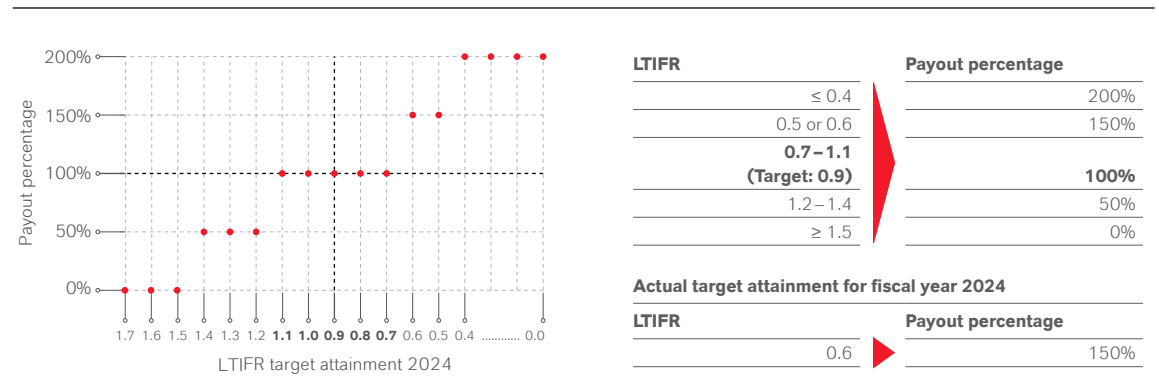
The LTI also consists of two components, which are paid out in cash and each consider one measurable performance criterion:

- › the Long-Term Stock Performance Plan (LTSP), which is based on the stock price performance, and
- › the Sustainability Performance Plan (SPP), which is measured based on a sustainability criterion.

With 100% target attainment each, the proportion of the LTSP comes to 60% and that of the SPP to 40% of the individual LTI.

The stock-based LTSP is based on the performance of LANXESS stock against a reference index, currently the FTSEurofirst 300 Eurozone Chemicals Index, which was used for the first time as a basis for the LTSP 2022–2025 established in 2022. The FTSEurofirst 300 Eurozone Chemicals Index currently provides the best reflection of the LANXESS Group's economic environment. The LTSP 2018–2021 used the MSCI World Chemicals Index as a reference index. The LTSP 2018–2021 in place until 2021 and the LTSP 2022–2025 in place since 2022 are both divided into four tranches, whereby performance is determined annually and the payout percentage is calculated at the end of the respective four-year term of the tranche according to the average performance on the basis of the annual individual values. At the end of the term of the tranche, corresponding compensation is granted using this payout percentage. This is paid out in the subsequent fiscal year.

APP: Target Attainment and Payment Curve for the Non-financial Performance Criterion LTIFR



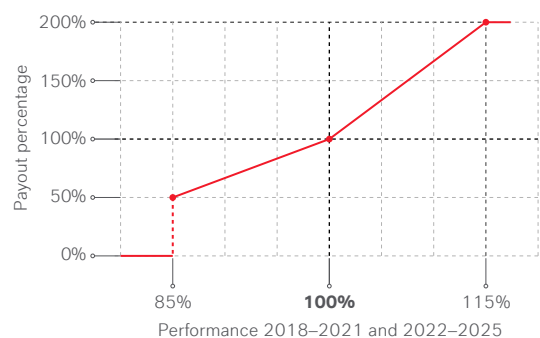
The LTSP 2014–2017 program required a prior personal investment each year in LANXESS AG shares of 5% of the annual base salary. These shares had a lock-up period of four years. The three-year exercise period ended on January 31, 2024.

In the case of 100% performance, the LTSP programs provide for a possible payment per tranche of 69% of the annual base salary for the ordinary members of the Board of Management. For the Chairman of the Board of Management, 100% target attainment corresponds to 67.5% of the annual base salary on a pro rata basis. Since his re-appointment with effect from April 1, 2024, it has corresponded to 82.5% of the annual base salary. The payment curve plots a straight line between the target and the upper or lower limit. Given an average outperformance of at least 115% by the stock relative to the reference index, the payout percentage would come

to 200%. For the Chairman of the Board of Management, the maximum payment thus amounts to 135% of the annual base salary, and 165% upon the entry into force of his re-appointment effective April 1, 2024. For ordinary members of the Board of Management, it amounts to 138%. The Supervisory Board reserves the right to reduce the payment if the stock performance relative to the reference index is less than 100%, and the payment must be canceled if it is less than 85%. Like in the APP, the steeper gradient of the payment curve – if the 100% target – is exceeded provides an additional financial incentive to exceed the target.

For the LTSP 2018–2021 and LTSP 2022–2025 programs, the performance and payment curve presented and explained below apply to the financial performance criterion of the LTI:

LTI: Performance and Payment Curve for the Financial Performance Criterion of the LTSP



Performance	Payout percentage	Value of right
115%	200%	€2.00
(Target) 100%	100%	€1.00
85%	50%	€0.50
<85%	0%	€0

Actual target attainment for the 2021 tranche

Performance	Payout percentage	Value of right
76.4%	0%	€0

The development of the number of outstanding rights in stock-based compensation for fiscal year 2024 is shown in the following table:

Development of the Number of Outstanding Rights in Stock-Based Compensation

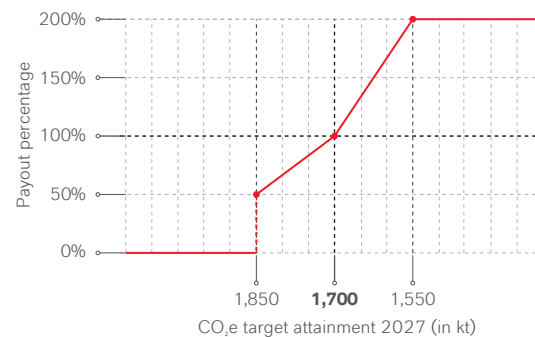
		LTSP	LTSP		LTSP		Total
		2014–2017	2018–2021		2022–2025		
		2017 tranche	2021 tranche	2022 tranche	2023 tranche	2024 tranche	
	Vesting periods	Feb. 1, 2017–Jan. 31, 2021	Jan. 1, 2021–Dec. 31, 2024	Jan. 1, 2022–Dec. 31, 2025	Jan. 1, 2023–Dec. 31, 2026	Jan. 1, 2024–Dec. 31, 2027	
	Exercise period/date	Feb. 1, 2021–Jan. 31, 2024	Feb. 1, 2025	Feb. 1, 2026	Feb. 1, 2027	Feb. 1, 2028	
number of rights							
	Outstanding rights as of January 1, 2024	810,000	911,250	945,000	945,000		3,611,250
Matthias Zachert	Allocated					1,103,222	1,103,222
	Forfeited	810,000	911,250				1,721,250
	Outstanding rights as of December 31, 2024	0	0	945,000	945,000	1,103,222	2,993,222
Frederique van Baarle (since April 1, 2023)	Outstanding rights as of January 1, 2024				233,938		233,938
	Allocated					310,500	310,500
	Outstanding rights as of December 31, 2024				233,938	310,500	544,438
Dr. Hubert Fink	Outstanding rights as of January 1, 2024	270,000	360,000	390,000	404,745		1,424,745
	Allocated					448,500	448,500
	Forfeited	270,000	360,000				630,000
	Outstanding rights as of December 31, 2024	0	0	390,000	404,745	448,500	1,243,245
Oliver Stratmann (since September 1, 2023)	Outstanding rights as of January 1, 2024				103,784		103,784
	Allocated					310,500	310,500
	Outstanding rights as of December 31, 2024				103,784	310,500	414,284
Former Board of Management members							
Dr. Anno Borkowsky (until December 31, 2023)	Outstanding rights as of January 1, 2024		300,000	359,022	379,500		1,038,522
	Forfeited		300,000				300,000
	Outstanding rights as of December 31, 2024		0	359,022	379,500		738,522
Michael Pontzen (until August 31, 2023)	Outstanding rights as of January 1, 2024	270,000	360,000	390,000	434,075		1,454,075
	Forfeited	270,000	360,000				630,000
	Outstanding rights as of December 31, 2024	0	0	390,000	434,075		824,075
Dr. Rainier van Roessel (until December 31, 2019)	Outstanding rights as of January 1, 2024	390,000					390,000
	Forfeited	390,000					390,000
	Outstanding rights as of December 31, 2024	0					0

Only rights that have been allocated to the members of the Board of Management in connection with their service on the Board of Management are shown here. Accordingly, the rights from the 2023 tranche are reported on a pro rata basis for Frederique van Baarle and Oliver Stratmann based on the date on which they commenced Board of Management service during fiscal year 2023.

The **SPP** considers the long-term development of non-financial sustainability criteria. The assessment period for these criteria is also four years. On the basis of LANXESS's published interim goal for 2025, the Supervisory Board set a target for the reduction of CO₂e emissions from internal processes and from purchased energy (Scope 1 and 2) in the Group for the first time for 2024, which is included in the SPP as a performance criterion. The amount of CO₂e emissions was also defined as a measure of target attainment for 2025, 2026 and 2027. In subsequent years, a different performance criterion can be selected to reflect the company's current focus. This mechanism is intended to allow different facets of sustainability to be emphasized.

For the members of the Board of Management, 100% target attainment of the sustainability criterion corresponds to a payout of 46% of the annual base salary. For the Chairman of the Board of Management, the payout increases from 45% to 55% of his annual base salary upon his re-appointment. In the case of CO₂e emissions of 1,550 kt or lower in 2027, the payout percentage is 200%. The maximum payment for an ordinary member of the Board of Management thus comes to 92% of the annual base salary. For the Chairman of the Board of Management, a maximum payment corresponded to 90% of the annual base salary on a pro rata basis. Since his re-appointment, it has corresponded to 110% of the annual base salary. If CO₂e emissions exceed 1,850 kt in 2027, there is no payout.

LTI: Target Attainment and Payment Curve for the Non-financial Performance Criterion of the SPP 2027



CO ₂ e-Emission 2027 in kt	Payout percentage
≤ 1,550	200%
(Target) 1,700	100%
1,850	50%
> 1,850	0%

Actual target attainment 2024–2027

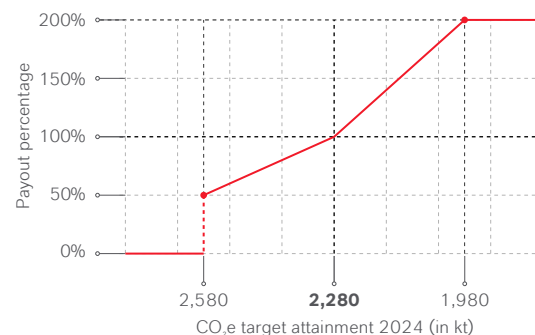
CO ₂ e-Emission in kt	Payout percentage
Determination of target attainment at the end of 2027	

In the case of M&A transactions, the target values are adjusted by the CO₂e values of the target.

For the 2024–2027 assessment period, the target attainment and payment curve presented and explained above apply to the financial performance criterion of the LTI.

The amount of CO₂e emissions was also defined as a measure of target attainment for 2021–2024 assessment period. The corresponding target attainment and payment curve are depicted below:

LTI: Target Attainment and Payment Curve for the Non-financial Performance Criterion of the SPP 2024



CO ₂ e-Emission in kt	Payout percentage
≤ 1,980	200%
(Target) 2,280	100%
2,580	50%
> 2,580	0%

Actual target attainment 2021–2024

CO ₂ e-Emission in kt	Payout percentage
1,887	200%

Due to M&A transactions, the figure for 100% target attainment was adjusted from CO₂e emissions of 220 kt to 2,280 kt. Accordingly, CO₂e emissions of below 1,980 kt result in a payout percentage of 200%.

The payment curves for the LTSP and SPP plot a straight line between the target value of 100% and the lower or upper limit (0% and 200%). Like in the LTSP, the steeper gradient of the payment curve if the 100% target is exceeded provides an additional financial incentive to exceed the target. On achievement of the minimum value, the payout percentage amounts to 50%.

Performance criteria, target values and payment curves for the long-term variable compensation components are defined by the Supervisory Board annually before the start of the fiscal year. Subsequent adjustments are permitted only in the case of the CO₂e targets to take M&A transactions into account.

Target compensation of Board of Management members in office in fiscal year 2024

The table below shows the individual target compensation promised to the Board of Management members for fiscal year 2024 and the previous year in the case of 100% target attainment. It also includes fringe benefits and contributions to the company pension plan. The pledged fringe benefits are stated at their maximum value.

Target Compensation

€ thousand		Fixed compensation components			Variable compensation components			Total compensation
		Annual base salary	Fringe benefits	Pension contributions	Short-term	Long-term		
					APP ¹⁾	SPP ²⁾	LTSP ³⁾	
	2024	1,400	210	788	1,487	761	1,103	5,749
	2023	1,400	210	788	1,750	630	945	5,723
	2024	475	71	238	450	229	311	1,774
	2023	338	51	168	305	194	234	1,290
	2024	650	98	325	585	299	448	2,405
	2023	650	98	325	633	294	405	2,405
	2024	450	67	113	405	207	311	1,553
	2023	150	23	37	135	173	104	622

1) The APP for fiscal year 2024 was granted for 2024, and the APP for fiscal year 2023 was granted for 2023.

2) The SPP 2024(2027) (2024 tranche) was granted for 2024, and the SPP 2023(2025) (2022 tranche) was granted for 2023.

3) The LTSP 2022(2025) (2024 tranche), vesting period 2024(2027), was granted for 2024, and the LTSP 2022(2025) (2023 tranche), vesting period 2023(2026), was granted for 2023.

4) Taking into account the new service contract for Matthias Zachert that took effect on April 1, 2024, and the salary adjustment for Frederique van Baarle that occurred on July 1, 2024. The new service contract for Dr. Hubert Fink had already taken effect as of October 1, 2023.

Compliance with maximum compensation

In accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG, the Supervisory Board has set an absolute amount in euros as the maximum compensation to limit the total amount of compensation that can be granted in a fiscal year. The maximum compensation has been set individually for the Chairman of the Board of Management and the ordinary members of the Board of Management and includes all fixed and variable compensation components that arise taking account of the performance achieved in full for the fiscal year. The following table shows the relevant caps on the individual compensation components for fiscal year 2024 and the previous year, the resulting overall

cap on compensation, and the maximum compensation for each Board of Management member as resolved by the Supervisory Board in accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG.

The annual base salary and the contributions to the pension plan are fixed amounts. The caps for the fringe benefits, APP, SPP and LTSP were complied with for all Board of Management members in fiscal year 2024. The amount of actual total compensation taking the payout percentages for 2024 into account is shown in the table “Compensation Granted and Owed to Board of Management Members in Office in the Fiscal Year” in the section below. For each of the Board of Management members,

this is below the overall cap on compensation and thus lower than the maximum compensation. Compliance with the maximum compensation is thus ensured for fiscal year 2024.

Compensation Granted and Owed to Board of Management Members in Fiscal Year 2024 and the Previous Year According to § 162 AktG

The following table shows the fixed and variable compensation components granted and owed including the respective relative share for each individual member of the Board of Management in office in fiscal year 2024 in accordance with Section 162 Paragraph 1 Sentence 1 AktG. The table thus includes the annual base salary paid in fiscal year 2024 and the previous year, the fringe benefits accrued in the fiscal year, and the variable compensation components APP and SPP granted in the fiscal year taking account of the performance achieved in full for fiscal year 2024 and 2023 and the resulting APP target attainment for 2024 and 2023. For the LTSP, the compensation is granted at the end of the term of the respective tranche, as the underlying performance is not achieved in full until that time. Accordingly, the compensation for the 2021 tranche of the LTSP 2018–2021 was granted in fiscal year 2024. In addition, Matthias Zachert and Dr. Hubert Fink were granted the compensation for the 2017 tranche of the LTSP 2014–2017 following the expiration of the vesting period. The 2020 tranche of the LTSP 2018–2021 was granted in the previous year.

Maximum Compensation

€ thousand		Fixed compensation components			Variable compensation components			Overall cap on compensation	Maximum compensation ⁴⁾
		Annual base salary	Fringe benefits	Pension contributions	Short-term	Long-term			
					APP ¹⁾	SPP ²⁾	LTSP ³⁾		
	2024	1,400	210	788	2,974	1,313	1,822	8,507	9,400
	2023	1,400	210	788	3,500	420	1,822	8,140	9,400
	2024	475	71	238	900	202	–	1,886	4,100
	2023	338	51	168	610	104	–	1,271	4,100
	2024	650	98	325	1,170	589	720	3,552	4,100
	2023	650	98	325	1,267	196	720	3,256	4,100
	2024	450	67	113	810	138	–	1,578	4,100
	2023	150	23	37	270	46	–	526	4,100

1) 200% target attainment for APP 2024 for fiscal year 2024 and for APP 2023 for the previous year.

2) Includes the amounts granted in the case of 200% target attainment for the 2021–2024 assessment period and, for the previous year, the partial performance in 2023 from the 2021(2023) tranche.

3) Includes the amounts granted in the case of 200% target attainment from the LTSP 2021 tranche for fiscal year 2024 and the LTSP 2020 tranche for the previous year. Taking into account the granting upon 200% target attainment of the 2017 tranche of the LTSP 2014–2017 that expired on January 31, 2024, the LTSP compensation component is €3,442 thousand for Matthias Zachert and €1,260 thousand for Hubert Fink.

4) In accordance with approval by the Annual Stockholders' Meeting on May 19, 2021.

5) Taking into account the new service contract for Matthias Zachert that took effect on April 1, 2024, and the salary adjustment for Frederique van Baarle that occurred on July 1, 2024. The new service contract for Dr. Hubert Fink had already taken effect as of October 1, 2023.

In fiscal year 2024, EBITDA pre exceptionals of €614 million was generated and an LTIFR of 0.6 was achieved. This results in target attainment of 85.3% and thus a payout percentage of 51% for EBITDA pre exceptionals. A LTIFR target attainment of 0.6 results in a payout percentage of 150%. Taking account of the proportions of the financial and the non-financial target for the Board of Management's APP, there is thus a weighted payout percentage of 70.8% for the members of the Board of

Management. CO₂e emissions amounted to 1,887 kt in 2024. According to the non-financial target established by the Supervisory Board for the SPP 2021–2024, this leads to target attainment of 200% and thus a payout percentage of 200%.

The APP and the SPP will be paid out after the end of the reporting year in fiscal year 2025. For the 2021 tranche of the LTSP 2018–2021, the stock's average

performance compared to the reference index was 76.4%. This corresponds to a value of €0.00 per right. For the 2017 tranche of the LTSP 2014–2017, the stock's average performance compared to the reference index was minus 106.4%. This corresponds to a value of €0.00 per right. The LTSP 2021 and 2017 tranches will therefore not be paid out. Further details on the derivation of the stated percentages can be found in the sections on short- and long-term variable compensation.

Compensation Granted and Owed to Board of Management Members in Office in the Fiscal Year

		Fixed compensation components				Variable compensation components						Total compensation pursuant to Section 162 AktG € thousand	Pension contributions € thousand	Total compensation € thousand
		Annual base salary		Fringe benefits		Short-term		Long-term						
						APP ¹⁾		SPP ²⁾		LTSP ³⁾				
		€ thousand	%	€ thousand	%	€ thousand	%	€ thousand	%	€ thousand	%			
Matthias Zachert	2024	1,400	37	52	1	1,053	28	1,312	34	0	0	3,817	788	4,605
	2023	1,225	65	82	4	525	28	63	3	0	0	1,895	788	2,683
Frederique van Baarle ⁴⁾ (since April 1, 2023)	2024	475	46	47	4	318	31	202	19	0	0	1,042	238	1,280
	2023	281	67	33	8	91	21	16	4	0	0	421	168	589
Dr. Hubert Fink	2024	650	38	33	2	414	25	589	35	0	0	1,686	325	2,011
	2023	569	67	57	8	190	22	29	3	0	0	845	325	1,170
Oliver Stratmann (since September 1, 2023)	2024	450	49	33	4	287	32	138	15	0	0	908	113	1,021
	2023	113	65	14	8	40	23	7	4	0	0	174	37	211

1) Amounts granted for the APP 2024 for fiscal year 2024 and for the APP 2023 for the previous year.

2) Includes the amounts granted for the 2021–2024 assessment period and, for the previous year, the partial performance in 2023 from the 2021–2023 tranche.

3) Includes the amounts granted from the LTSP 2017 and 2021 tranches for fiscal year 2024 and the LTSP 2020 tranche for the previous year.

4) Taking into account the salary adjustment for Frederique van Baarle that occurred on July 1, 2024. In fiscal year 2024, 75% of her annual base salary and variable compensation components and the budget for the use of a company car were paid by LANXESS Corporation, U.S., in U.S. dollars. The fixed compensation and the budget for the use of a company car were set in U.S. dollars at the monthly average exchange rate for December 2023, and, after July 1, 2024, at the monthly average exchange rate for June 2024, respectively, and calculated and adjusted on the basis of the actual monthly average exchange rate. Accordingly, an amount of 401.5 thousand U.S. dollars was granted, which corresponds to €370.7 thousand.

The variable compensation components are translated into U.S. dollars based on the monthly average exchange rate for the month prior to the payment.

The following table shows the compensation granted and owed to former members of the Board of Management in accordance with Section 162 Paragraph 1 Sentence 1 AktG.

Compensation Granted and Owed to Former Board of Management Members in the Fiscal Year

	Fixed compensation components		Total compensation
	€ thousand	%	
			€ thousand
Dr. Anno Borkowsky (until December 31, 2023)	1,321 ¹⁾	100	1,321
Dr. Bernhard Düttmann (until March 31, 2015)	357 ¹⁾	100	357
Dr. Rainier van Roessel (until December 31, 2019)	155	100	155

1) Of which €1,182 thousand relates to capital payments for Dr. Anno Borkowsky and €318 thousand to capital payments for Dr. Bernhard Düttmann.

Further Regulations on Compensation

Share Ownership Guideline (SOG)

The Share Ownership Guideline, in place since 2018 and revised in 2020, stipulates the amount of the investment in LANXESS AG shares. Over a period of four years, the members of the Board of Management are obliged to invest a defined proportion of their compensation in shares in LANXESS AG and verifiably hold the shares until the end of their service contract (SOG target). The SOG target, as is standard for DAX and MDAX companies, is 150% of the annual base salary for the Chairman of the Board of Management and 100% of the annual base salary for the other members of the Board of Management. The relevant figure for the investment in the respective build-up year is the purchase price

of the LANXESS AG share not including the bank's commission. The members of the Board of Management were authorized to contribute existing shares in LANXESS AG verifiably. All members of the Board of Management exercised this option. Compliance with the share ownership obligation must be proven annually during the four-year build-up phase and every three years thereafter. The Board of Management members are entitled to any dividends from the LANXESS shares acquired. A dividend payment has no effect on the compensation of the Board of Management members.

Matthias Zachert and Dr. Hubert Fink met the SOG target. Oliver Stratmann already met his SOG target ahead of time. Frederique van Baarle fulfilled the planned 25% of her target investment for the first build-up year.

Share Ownership Guideline

	SOG target	Investment volume ¹⁾ in €	Build-up year ended	Target investment	Next review
Matthias Zachert	150%	3,915,842	4	Fulfilled	2025
Frederique van Baarle	100%	238,508	1	25%	2025
Dr. Hubert Fink	100%	1,675,084	4	Fulfilled	2025
Oliver Stratmann	100%	450,199	1	Fulfilled	2025

1) As of December 31, 2024.

Clawback regulation

There is a clawback regulation for variable compensation. This regulation allows the Supervisory Board to withhold the variable compensation in full or in part, or to reclaim it if it has already been paid out, in the event of grave dereliction of duty by a Board of Management member in relation to the company. Irrespective of this, it is possible to reduce payments or take recourse in line with the legal provisions in the event of harmful breaches of duty by Board of Management members. In fiscal year 2024, the Supervisory Board had no reason to withhold or reclaim variable compensation components.

In addition, the Supervisory Board reserves the right to also reduce the APP in the future in the event of serious occupational safety and/or environmental problems.

Contract terms and termination of service on the Board of Management

The Supervisory Board follows German stock corporation law and the recommendations of the GCGC when appointing members of the Board of Management and deciding on the term of Board of Management contracts. When appointing an individual to the Board of Management for the first time, the appointment period and the term of the service contract are usually three years. For reappointments, the maximum term of the service contracts is five years. The respective service contracts are concluded on a temporary basis and end without a separate notice period at the end of the term. In the event of a change of control, the Board of Management members have a temporary extraordinary termination right as described in the following section. The right of both parties to extraordinary termination for good cause remains unaffected. The service contracts with all Board of Management members stipulate a general cap on any severance (severance cap). In the event of early termination of service on the Board of Management by the company, the severance payments must not exceed the value of two annual salaries, two APPs at 100% target

attainment and two SPPs at 100% target attainment, and must never provide more compensation than the remaining term of the contract.

No severance payment is provided for if the Board of Management member resigns him- or herself or if the service contract is terminated by the company for good cause.

Post-contractual restrictions on competition

Post-contractual restrictions on competition are not concluded for current members of the Board of Management. However, an agreement on competition restrictions may be concluded for the period after the end of the service contract. In this case, the severance payment is to be counted toward the compensation for observing this restriction in accordance with the GCGC.

Change of control

Payments in the event of termination of a Board of Management member's service contract due to a change of control are capped at two annual base salaries plus the Board of Management's APP and the SPP at 100% target attainment, accounting pro rata for the remaining term at the date of contract termination.

Compensation from secondary employment

If members of the Board of Management hold supervisory board mandates or similar offices at affiliated companies in which LANXESS has a direct or indirect interest, or at associations and similar organizations to which the company belongs or is affiliated due to its business activities, in Germany or abroad, then this

employment must be compensated with the agreed annual base salary. Compensation paid for such offices must be reported to LANXESS and is deducted from the agreed compensation. Supervisory board mandates and mandates on comparable supervisory bodies of commercial enterprises outside the LANXESS Group may be accepted only with the prior approval of the Supervisory Board. In these cases, the Supervisory Board also decides whether and to what extent the corresponding compensation is to be offset.

Other

As a member of the Board of Management and Labor Director, Frederique van Baarle is responsible for the Polymer Additives, Rhein Chemie and Lubricant Additives Business business units, as well as for the Human Resources Group function and the Americas region. In accordance with the contractual agreements, the U.S. subsidiary LANXESS Corporation paid 75% of her annual base salary and variable compensation components and provided the budget for the use of a company car. The remaining 25% of her annual base salary and variable compensation components and her other fringe benefits continued to be paid by LANXESS AG. Frederique van Baarle is compensated in line with the compensation system in effect for LANXESS. In the past fiscal year, no other member of the Board of Management received benefits or assurances of benefits from third parties with respect to their duties as members of the Board of Management.

LANXESS AG includes the members of the Board of Management and certain employees of the LANXESS Group under a directors' and officers' liability insurance (D&O) policy.

No loans were granted to members of the Board of Management in fiscal year 2024.

Pension Plan

The pension plan for the members of the Board of Management is a defined contribution plan. The interest rate on the contributions is linked to the interest rate achieved by Rheinische Pensionskasse VVaG at a guaranteed interest rate of 1.75%. The pension plan grants benefits to the members of the Board of Management after the end of their employment under the company pension plan. These benefits are paid when the beneficiary reaches the age of 60 in the case of the Chairman of the Board of Management or 62 in the case of the ordinary members of the Board of Management or if the beneficiary is permanently unable to work. They are paid to surviving dependents in the event of the beneficiary's death.

The pension plan stipulates a contribution of 50% of the annual base salary to be made by the company each year, or 56.25% in the case of the Chairman of the Board of Management. As described above, the pension to be

paid since September 1, 2023 for all (re)appointments amounts to 25% of the annual base salary. Moreover, the members of the Board of Management must themselves pay an amount from deferred compensation amounting to 12.5% of the Board of Management's APP. The members of the Board of Management may increase their personal contribution to up to 25% of the Board of Management's APP. The calculation of the personal contribution is based on the Board of Management's APP to be paid, but is limited to a maximum of 100% target attainment. A cap applies to the sum of the contributions. From the date of entitlement, up to 30% of the accumulated capital – including the interest thereon – may be converted to a pension benefit. There are claims arising from provisions in place before 2006 that are granted as vested rights for individual members of the Board of Management. If the service contract ends before the beneficiary reaches the age of 60 or 62, the company pays certain additional benefits up to a defined ceiling.

LANXESS has established provisions for the future claims of Board of Management members. The service costs recognized under the International Financial Reporting Standards (IFRS) accounting rules for this purpose, the net expense recognized under the German Commercial Code (HGB) accounting rules for this purpose and the present value of the obligations under IFRS and HGB accounting rules for members of the Board of Management in office as of December 31, 2024, can be found in the following table:

Pension Claims

	IFRS		HGB	
	Service costs	Present value of the obligations	Net expense for pension entitlements	Present value of the obligations
€ thousand				
Matthias Zachert	837	12,115	1,115	14,363
Frederique van Baarle	217	835	270	1,076
Dr. Hubert Fink	363	7,011	502	8,044
Oliver Stratmann	114	1,777	302	2,518

The service costs include both current and past service costs. The present value of the obligations also includes claims that already existed before commencing Board of Management service.

Further Development of the Compensation System

In view of the annual vote on the compensation of the Board of Management (“say on pay”) to be held at the 2025 Annual Stockholders’ Meeting on the basis of the Second Shareholder Rights Directive Implementation Act (ARUG II) and the rules of the German Corporate Governance Code (GCGC), the Supervisory Board has commissioned an independent consulting firm to review the current compensation system of LANXESS and the compensation of the Board of Management in order to verify compliance with regulatory requirements, market practice and the investors’ expectations. At its meeting on November 6, 2024, the Supervisory Board resolved to adjust and thus further develop the compensation system. The future compensation system continues to promote and strengthen the focus on the strategic objectives of LANXESS: earnings, cash flow, stock price performance, environmental sustainability, and occupational health and safety. Following its approval by the Annual Stockholders’ Meeting in May 2025, it is

planned for the further developed compensation system to go into effect on January 1, 2026, with the following changes:

- › The short-term variable compensation component of the Board of Management, the Annual Performance Payment (APP), is to take into account two financial performance criteria beginning in 2026. Currently the APP takes into account one financial performance criterion (EBITDA pre exceptionals of the LANXESS Group) and one non-financial performance criterion (accidents per million hours worked). It is planned for the financial performance criteria for fiscal year 2026 to consist of the operating result (EBIT) pre exceptionals of the Group with a share of 70% of the individual APP on the one hand and, on the other, free cash flow of the LANXESS Group – the difference between the cash inflows from operating activities and the cash used for capital expenditures for property, plant and equipment and intangible assets – with a

share of 30% of the individual APP. By contrast with the current financial performance criterion EBITDA pre exceptionals, EBIT pre exceptionals takes into account depreciation of property, plant and equipment and amortization of intangible assets, as well as reversals of impairment charges on property, plant, equipment and intangible assets; this provides a clearer picture of the actual operating performance of LANXESS. EBIT pre exceptionals makes the actually incurred costs associated with operating a production-oriented company transparent on a period-by-period basis. The ad hoc discretionary bonus to recognize special achievements or to create an additional incentive will no longer be a component of the APP as of 2026.

- › The currently separate plans in the long-term variable compensation component (Long Term-Incentive, LTI) – the Long Term Stock Performance Plan (LTSP) with the performance criterion LANXESS stock price performance compared with a reference index, and the Sustainability Performance Plan (SPP) with the performance criterion reduction of CO₂e emissions – are to be combined within a four-year LTI plan as of 2026. Additionally, it is planned to include accidents per million hours worked (LTIFR) in the LTI plan as a long-term performance criterion for occupational health and safety. The weighting of the individual components shall be as follows: 70% financial performance criterion (based on the stock price performance), 15% non-financial sustainability criterion (environment) and 15% non-financial sustainability criterion (occupational health and safety). Furthermore, the

LTI plan is to be supplemented as of 2026 with a multiplier in the form of the total shareholder return (TSR) to serve as a common bond for the three performance criteria and ensure that the long-term variable compensation of the Board of Management is mainly stock-based according to recommendation G.10 of the GCGC. The maximum LTI payout after taking the multiplier into account is to be limited to 250% of the annual base salary. The performance criteria excluding the TSR multiplier remain limited to 200% of the annual base salary.

› In place of the current defined contribution pension arrangement, it is planned to introduce a pension cash allowance with an adjusted reduced pension level for the Board of Management beginning in 2026. The annually granted pension cash allowance as of 2026 is to amount to 40% of the annual base salary for the current Chairman of the Board of Management and 35% for all other current ordinary members of the Board of Management with the exception of CFO Oliver Stratmann, whose pension level was already set at 25% of his annual

base salary upon his appointment to the Board of Management. For all future (re)appointments, it is planned to grant a pension cash allowance in the amount of 25% of the annual base salary. The personal contribution of the members of the Board of Management from deferred compensation amounting to 12.5%, or 25%, respectively, of the Board of Management's APP, will no longer apply.

The following overview illustrates the design of the future compensation system:

Übersicht über das ab dem 1. Januar 2026 geltende Vorstandsvergütungssystem und die Vergütungsstruktur

Compensation components			Weighted	Shares of total target compensation		Share of the annual base salary (target)		Maximum payment in % of the annual base salary	Other components of the compensation system			
				Chairman of the Board of Management	Ordinary Board of Management member	Chairman of the Board of Management	Ordinary Board of Management member		CoC ²⁾	Claw-back		
Variable	Long-term	Long Term Incentive (LTI)	Financial performance criterion of the Group (stock price performance)	70%	35%	33%	137.5%	115%	250%	CoC ²⁾	Claw-back	
			Non-financial performance criterion of the Group (sustainability – environment)									x TSR ¹⁾
			Non-financial performance criterion of the Group (sustainability – occupational health and safety)									
	Short-term	Annual Performance Payment (APP)	Financial performance criterion of the Group (EBIT pre exceptionals)	70%	25%	25%	100%	90%	200%			
Financial performance criterion of the Group (free cash flow)			30%									
Fixed	Fixed compensation	Annual base salary		40%	42%				100%		SOG ³⁾	
		Non-cash benefits				15%	40% ⁴⁾	15%	35% ⁴⁾			

1) Total Shareholder Return.
 2) Change of Control.
 3) Share Ownership Guideline.
 4) Since September 1, 2023, 25% for all (re)appointments.

COMPENSATION OF THE SUPERVISORY BOARD

The following personnel changes took place on the Supervisory Board of LANXESS AG in fiscal year 2024: Dr. Matthias L. Wolfgruber, the Chairman of the Supervisory Board, stepped down from the Supervisory Board at the end of the Annual Stockholders' Meeting on May 24, 2024. Dr. Hans-Joachim Müller was elected as a member of the Supervisory Board to succeed him. The Supervisory Board elected Dr. Rainier van Roessel as its new Chairman during the constituent meeting on May 24, 2024. Birgit Bierther stepped down from the Supervisory Board effective May 31, 2024. Sadik Emiroglu was appointed by a court to succeed her as a member of the Supervisory Board effective June 1, 2024.

The compensation of the Supervisory Board is governed by Section 12 of the company's articles of association. Based on German stock corporation law, a resolution on the compensation of the Supervisory Board members must be adopted by the Annual Stockholders' Meeting at least every four years for listed companies. The Annual Stockholders' Meeting of LANXESS AG on May 19, 2021, therefore adopted a resolution on the compensation of the Supervisory Board members in

accordance with Section 113 Paragraph 3 AktG. The compensation system for Supervisory Board members presented to the Annual Stockholders' Meeting was resolved with a majority of 99.91% of the votes cast. It is scheduled to once again be presented to the Annual Stockholders' Meeting on May 22, 2025 for annual confirmation.

The members of the Supervisory Board of LANXESS AG receive fixed compensation of €80 thousand per year. The Chairman of the Supervisory Board receives three times, and the Vice Chairman one and a half times, this amount. Serving as the chair, deputy chair or a member of Supervisory Board committees is compensated separately in accordance with the GCGC. Supervisory Board members who belong to a committee other than the Nominations Committee receive half of the fixed compensation amount in addition. Supervisory Board members who belong to the Nominations Committee receive one eighth of the fixed compensation amount in addition. The chair of the Audit Committee receives a further half. Supervisory Board members who chair a committee other than the Audit Committee receive a further quarter. No additional compensation is granted for membership in the Committee to be formed pursuant to Section 27 Paragraph 3 of the German Codetermination Act or for chairing the Nominations Committee.

However, no member may receive in total more than three times the fixed compensation amount.

Supervisory Board members are reimbursed for their expenses in addition and also receive an attendance allowance of €1.5 thousand for each Supervisory Board meeting and each committee meeting they attend, with the exception of meetings of the Committee formed pursuant to Section 27, Paragraph 3 of the German Codetermination Act. With respect to their membership on the supervisory boards of LANXESS Group companies, the members of the Supervisory Board are remunerated only for their service on the Supervisory Board of LANXESS Deutschland GmbH in the amount of €5 thousand each.

LANXESS AG includes the members of the Supervisory Board of the LANXESS Group under a directors' and officers' liability insurance (D&O) policy.

None of the members of the Supervisory Board received benefits for services provided personally during the reporting period. No loans or advances were granted to members of the Supervisory Board during the reporting year.

Compensation Granted and Owed to Supervisory Board Members in Fiscal Year 2024 and the Previous Year

		Fixed compensation LANXESS AG		Compensation as committee member LANXESS AG		Attendance allowance		Fixed compensation LANXESS Deutschland GmbH		Total com- pensation
		€	%	€	%	€	%	€	%	€
Dr. Rainier van Roessel, Chairman (from May 24, 2024)	2024	177,268	69	58,197	22	18,000	7	5,000	2	258,465
	2023	80,000	57	40,000	28	15,000	11	5,000	4	140,000
Dr. Matthias L. Wolfgruber, former Chairman (resigned May 24, 2024)	2024	95,082	72	27,732	21	7,500	6	1,981	1	132,295
	2023	240,000	91	–	–	19,500	7	5,000	2	264,500
Ralf Sikorski, Vice Chairman	2024	120,000	65	40,000	22	18,000	10	5,000	3	183,000
	2023	120,000	67	40,000	22	15,000	8	5,000	3	180,000
Hans van Bylen	2024	80,000	42	80,000	42	24,000	13	5,000	3	189,000
	2023	80,000	43	80,000	43	21,000	11	5,000	3	186,000
Birgit Bierther (resigned May 31, 2024)	2024	33,224	56	16,612	28	7,500	13	2,077	3	59,413
	2023	80,000	57	40,000	28	15,000	11	5,000	4	140,000
Armando Dente	2024	80,000	57	40,000	28	16,500	12	5,000	3	141,500
	2023	80,000	58	40,000	29	13,500	10	5,000	3	138,500
Sadik Emiroglu (joined on June 1, 2024)	2024	46,776	63	15,956	21	9,000	12	2,924	4	74,656
	2023	–	–	–	–	–	–	–	–	–
Dr. Hans-Dieter Gerriets	2024	80,000	57	40,000	28	16,500	12	5,000	3	141,500
	2023	80,000	58	40,000	29	13,500	10	5,000	3	138,500
Dr. Heike Hanagarth	2024	80,000	76	10,000	9	10,500	10	5,000	5	105,500
	2023	80,000	75	10,000	9	12,000	11	5,000	5	107,000
Pamela Knapp	2024	80,000	44	80,000	44	16,500	9	5,000	3	181,500
	2023	80,000	45	80,000	45	13,500	7	5,000	3	178,500
Hans Joachim Müller (joined on May 24, 2024)	2024	48,525	55	24,262	28	12,000	14	3,033	3	87,820
	2023	–	–	–	–	–	–	–	–	–
Lawrence A. Rosen	2024	80,000	53	50,000	33	16,500	11	5,000	3	151,500
	2023	80,000	52	50,000	33	18,000	12	5,000	3	153,000
Iris Schmitz	2024	80,000	57	40,000	28	16,500	12	5,000	3	141,500
	2022	80,000	58	40,000	29	13,500	10	5,000	3	138,500
Manuela Strauch	2024	80,000	56	40,000	28	18,000	13	5,000	3	143,000
	2023	80,000	57	40,000	28	15,000	11	5,000	4	140,000
Total	2024	1,160,875	58	562,759	28	207,000	11	60,015	3	1,990,649
	2023	1,160,000	61	500,000	26	184,500	10	60,000	3	1,904,500

COMPARISON OF THE EARNINGS DEVELOPMENT AND THE CHANGE IN COMPENSATION OF THE EMPLOYEES, BOARD OF MANAGEMENT MEMBERS AND SUPERVISORY BOARD MEMBERS

The following table shows the annual change in the compensation of current and former Board of Management and Supervisory Board members, the compensation of employees on a full-time equivalent basis and selected key earnings figures of the LANXESS Group and LANXESS AG over the past five years in accordance with Section 162 Paragraph 1 Sentence 2 No. 2 AktG.

For the Board of Management and Supervisory Board members, the compensation granted and owed in the respective fiscal year in accordance with Section 162 Paragraph 1 Sentence 1 AktG is presented.

For the presentation of the average compensation of employees on a full-time equivalent basis, the group of employees of the German Group companies is used. The group of employees in Germany comprises all active permanent pay-scale and non-pay-scale employees, including the top management level below the Board of Management and employees on paid leave. The average compensation of employees comprises the annual base salary (not including recurring payments)

and any variable compensation components attributable to the fiscal year. The calculation of compensation for employees thus corresponds in principle to the compensation for the Board of Management and the Supervisory Board and is therefore consistent with the compensation granted and owed in line with Section 162 Paragraph 1 Sentence 1 AktG.

The earnings development is presented based on LANXESS AG's net income and the LANXESS Group's key performance indicator, EBITDA pre exceptionals.

Comparison of the Earnings Development and the Change in Compensation of the Employees, Board of Management Members and Supervisory Board Members

	2020	2021	Change in 2021 vs. 2020	2022	Change in 2022 vs. 2021	2023	Change in 2023 vs. 2022	2024	Change in 2024 vs. 2023
			%		%		%		%
Earnings development (€ million)									
EBITDA pre exceptionals	862	1,010	17	930	14 ¹⁾	512	(45)	614	20
Net income/loss of LANXESS AG	(67)	(92)	(37)	1,014	1,202 ²⁾	15	(99)	(91)	(707)
Employee compensation (€ thousand)									
Average compensation in Germany (not including Board of Management)	78	86	10	79	(8)	75	(5)	84	12
Compensation of members of the Board of Management in office in the fiscal year (€ thousand)									
Matthias Zachert (Chairman, from April 1, 2014)	4,145	5,863	41	4,296	(27)	1,895	(56)	3,817	101
Frederique van Baarle (from April 1, 2023)	-	-	-	-	-	421	-	1,042	148
Dr. Hubert Fink (from October 1, 2015)	1,658	2,354	42	1,834	(22)	845	(54)	1,686	100
Oliver Stratmann (from September 1, 2023)	-	-	-	-	-	174	-	908	422
Compensation of former members of the Board of Management (€ thousand)									
Dr. Anno Borkowsky ³⁾ (until December 31, 2023)	938	1,769	89	1,449	(18)	692	(52)	1,321	91
Dr. Bernhard Düttmann (until March 31, 2015)	355	355	0	357	1	357	0	357	0
Dr. Rainier van Roessel ³⁾ (until December 31, 2019)	5,161	400	(92)	422	6	155	(63)	155	0
Compensation of members of the Supervisory Board in office in the fiscal year (€ thousand)									
Dr. Rainier van Roessel, Chairman (from May 25, 2022, Chairman from May 24, 2024)	-	-	-	82	-	140	71	258	84
Dr. Matthias L. Wolfgruber, former Chairman (from May 13, 2015, Chairman from May 15, 2018 until May 24, 2024)	218	265	22	262	(1)	265	1	132	(50)
Ralf Sikorski, stellvertretender Vorsitzender (from May 13, 2015)	161	180	12	182	1	180	(1)	183	2
Hans van Bylen (from August 27, 2020)	66	186	182	186	0	186	0	189	2
Birgit Bierther (from January 25, 2019 until May 31, 2024)	129	140	9	142	1	140	(1)	59	(58)
Armando Dente (from August 27, 2020)	49	140	186	140	0	139	(1)	142	2
Sadik Emiroglu (from June 1, 2024)	-	-	-	-	-	-	-	75	-
Dr. Hans-Dieter Gerriets (from July 1, 2014)	127	140	10	140	0	139	(1)	142	2
Dr. Heike Hanagarth (from July 1, 2016)	81	94	16	99	5	107	8	106	(1)
Pamela Knapp (from May 15, 2018)	141	180	28	180	0	179	(1)	182	2
Hans Joachim Müller (from May 24, 2024)	-	-	-	-	-	-	-	88	-
Lawrence A. Rosen (from May 13, 2015)	139	155	12	150	(3)	153	2	152	(1)
Iris Schmitz (from October 1, 2021)	-	31	-	140	352	139	(1)	142	2
Manuela Strauch (from July 1, 2015)	129	140	9	142	1	140	(1)	143	2

1) The change is against the previous year's figure adjusted for the reporting of the High Performance Materials business unit as a discontinued operation.

2) The increase is largely due to the profit transfer at LANXESS Deutschland GmbH in 2022, which was significantly higher than in the previous year as a result of the contribution of the High Performance Materials business unit to LXS Performance Materials GmbH.

3) The high percentage changes in some cases for former members of the Board of Management are due to one-time capital payments or retirement during the year.

Cologne, March 5, 2025

LANXESS Aktiengesellschaft

For the Board of Management

Matthias Zachert
Chairman of the Board of Management

Oliver Stratmann
Chief Financial Officer

For the Supervisory Board

Dr. Rainier van Roessel
Chairman of the Supervisory Board

Independent Auditor's Report¹⁾

To LANXESS Aktiengesellschaft, Cologne

REPORT ON THE AUDIT OF THE REMUNERATION REPORT

We have audited the attached remuneration report of LANXESS Aktiengesellschaft, Cologne, for the financial year from 1 January to 31 December 2024, including the related disclosures, prepared to meet the requirements of Section 162 AktG [Aktengesetz: German Stock Corporation Act].

Responsibilities of Management and the Supervisory Board

The management and the Supervisory Board of LANXESS Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts, including the related disclosures, in the remuneration report. The procedures selected depend on the auditor's professional judgement. This includes an assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report, including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant for the preparation of the

remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report, including the related disclosures.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

1) The English language text above is a translation provided for information purposes only. The original German text shall prevail in the event of any discrepancies between the English translation and the German original. We do not accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may arise from the translation.

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the financial year from 1 January to 31 December 2024, including the related disclosures, complies in all material respects with the financial reporting requirements of Section 162 AktG.

Other matter – formal examination of the remuneration report

The substantive audit of the remuneration report described in this independent auditor’s report includes the formal examination of the remuneration report required by Section 162 (3) AktG, including issuing an assurance report on this examination. As we have issued an unqualified opinion on the substantive audit of the remuneration report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report.

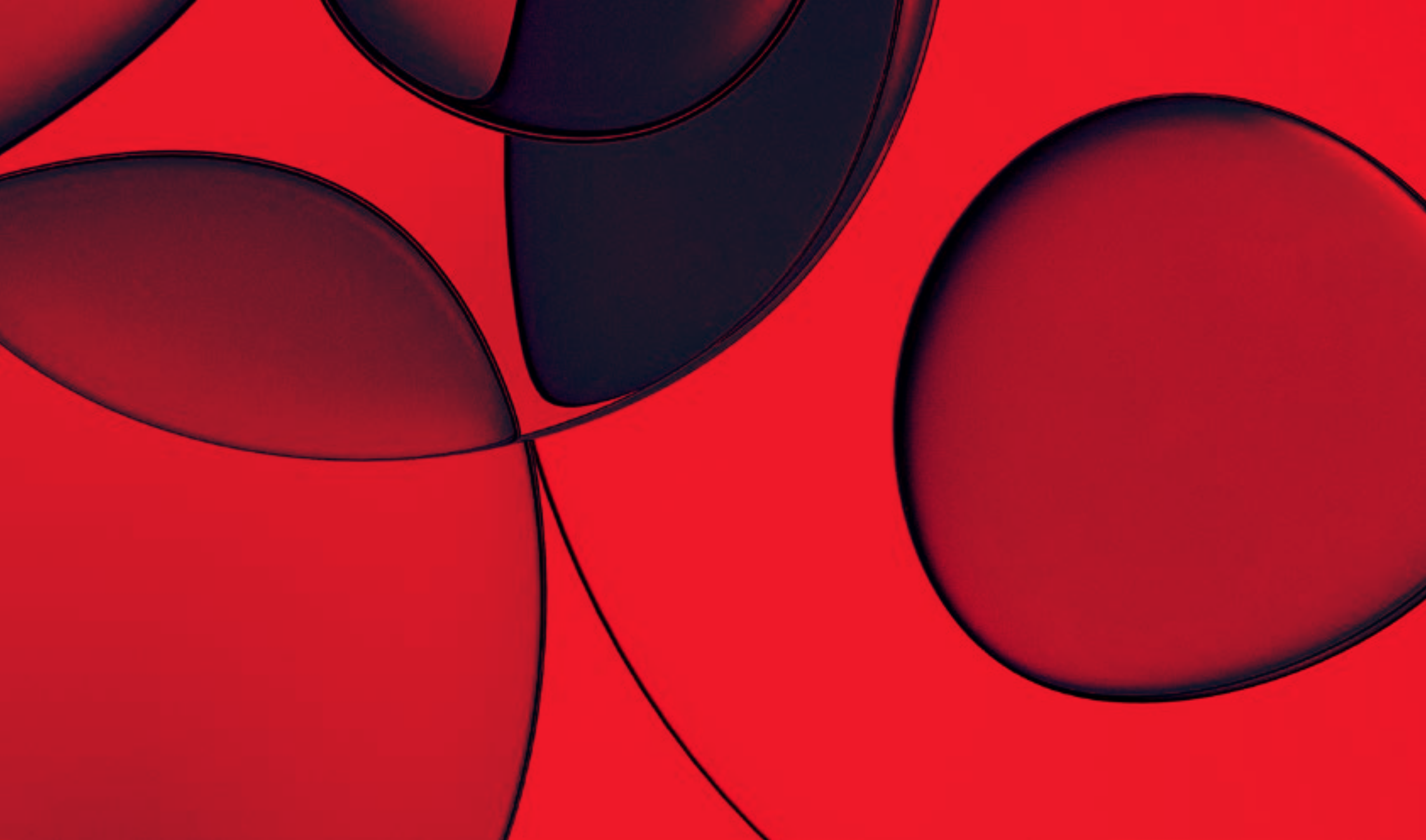
Limitation of liability

The terms governing this engagement, which we fulfilled by rendering the aforesaid services to LANXESS Aktiengesellschaft are set out in the General Engagement Terms for Wirtschaftsprüferinnen, Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms] as amended on 1 January 2024. By taking note of and using the information as contained in this auditor’s report, each recipient confirms to have taken note of the terms and conditions laid down therein (including the limitation of liability of EUR 4 million for negligence under Clause 9 of the General Engagement Terms) and acknowledges their validity in relation to us.

Cologne, 10 March 2025

KPMG AG
Wirtschaftsprüfungsgesellschaft
[Original German version signed by:]

Dr. Hain	Coir
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]



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