



LANXESS – energizing chemistry

Governance roadshow

Dr. Rainier van Roessel, Chairman of the Supervisory Board

November 20, 2024

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Agenda

- 1 Supervisory Board**
- 2 Board of Management compensation**
- 3 Active shareholder interaction**
- 4 Environmental Social Governance (ESG)**
- 5 Back-up**

Dr. van Roessel is an experienced Supervisory Board member in the chemical industry




CV of Dr. Rainier van Roessel

- In 1988, he joined the Corporate Organization department at Bayer AG as an internal advisor, held various functions in the next years and became Head of European Marketing for Polycarbonates in 2001
- When LANXESS was established in 2004, he became Head of the Rubber Chemicals business unit, and in June 2006, he was additionally appointed Managing Director of LANXESS N.V. in Antwerp, Belgium
- From 2007 to 2019, he was a member of the Board of Management and Labor Relations Director of LANXESS AG
- He studied business administration at the University of Cologne, obtaining his doctorate (rerum politicarum) in 1988
- He has been a member of the Supervisory Board of K+S Aktiengesellschaft since June 2020
- His competency profile includes diverse expertise in areas such as management of international companies, chemical industry, M&A, corporate governance, marketing, IT/digitalization and sustainability/ESG

Dr. Rainier van Roessel has a well-diversified skills profile with extensive industry know-how

Supervisory Board' characteristics ensure solid governance

Composition	<p>The Supervisory Board of LANXESS consists of 12 members:</p> <p>6 represent the shareholders 6 represent the employees</p>	
Independence	<p>According to German Corporate Governance Codex Code, all current shareholder representatives are independent</p>	
Diversity	<p>>30% of the members of the Supervisory Board are women</p>	
Tenure	<p>Maximum of 12 years</p>	
Assessment	<p>Regular assessment of efficiency of Supervisory Board with external support</p>	
Age Limit	<p>An age limit has been set following the completion of the 75th year of life</p>	
		<p>Broad competence profile to ensure specialist knowledge and experience</p> <p>Chemical industry, international management, corporate governance/compliance, strategy, M&A, production, marketing & sale of chemical products, raw material procurement, energy & services, HR/codetermination, investor relations, corporate financing, accounting and auditing, risk management, IT/digitalization and ESG</p>

The Supervisory Board oversees and advises management

Plenum of the Supervisory Board*

- Advice to the Board of Management on resource planning and strategic direction
- Monitoring of the Group's conduct of business and approval of annual budget
- Review of the Company's and LANXESS Group's (consolidated) annual financial statements, including determination of the distributable profits and approval of the dividend proposal
- Accompaniment of the preparation of the non-financial report (ESG)
- Accompaniment of the preparation and review of the remuneration structure of the Board of Management, including the upcoming Say-on-pay in Annual Stockholders' Meeting in 2025
- Appointment and dismissal of members of the Board of Management
- Open dialogue with relevant stakeholders on corporate governance topics

The Supervisory Board represents several important functions

* Refers to the six shareholder representatives together with the six employee-representatives

The Supervisory Board has six members representing the shareholders

Dr. Rainier van Roessel



- Born 1957, Dutch nationality; in Supervisory Board since 2022
- Former member of the Board of Management of LANXESS (until Dec 2019)
- Other external mandates: K+S AG, Germany (listed company) and K+S Minerals and Agriculture GmbH, Germany

Hans van Bylen



- Born 1961, Belgian nationality; in Supervisory Board since 2020
- Former Chairman/CEO of the Board of Management of Henkel AG & Co. KGaA
- Other external mandates: Ontex Group NV, Belgium (listed company), Etex NV, Belgium and Akzo Nobel NV, Netherlands (listed company)

Dr. Heike Hanagarth



- Born 1959, German nationality; in Supervisory Board since 2016
- Former member of the Board of Management of Deutsche Bahn AG
- Other external mandates: Grillo Werke AG, Germany, Martur Fompak International / Automotive Seating Systems AS, Turkey and Rivean Capital Advisory GmbH, Germany

Pamela Knapp



- Born 1958, German nationality; in Supervisory Board since 2018
- Former CFO of Gesellschaft für Konsumforschung (GfK) SE
- Other external mandates: Signify NV, Netherlands (listed company), Compagnie de Saint-Gobain S.A., France (listed company), Douglas AG, Germany (listed company)

Dr. Hans-Joachim Müller









- Born 1959, German nationality; in Supervisory Board since 2024
- Former Chairman/CEO of the Board of Management of Azelis Group N.V
- Other external mandates: TIB Chemicals AG, Germany

Lawrence A. Rosen



- Born 1957, US-American nationality; in Supervisory Board since 2015
- Former member of the Board of Management of Deutsche Post AG
- Other external mandates: Deutsche Post AG, Germany (listed company), Qiagen N.V., Netherlands, chairman (listed company)

The skills and competencies profile of the Supervisory Board members is well-diversified*

	Rainier van Roessel 	Hans van Bylen 	Heike Hanagarth 	Pamela Knapp 	Hans-J. Müller 	Lawrence Rosen 
Management of major international companies	●	●	●	●	●	●
Chemical industry	●	●			●	
Production, marketing and sale of chemical products	●	●			●	
Corporate Governance (Compliance)	●	●	●	●	●	●
M&A	●	●	●	●	●	●
Corporate finance				●		●
Accounting and auditing		●		●		●
Risk management		●		●		●
IT/digitalization	●		●			
Sustainability/ ESG	●		●		●	

* Overview refers to shareholder representatives of the Supervisory Board only.

The shareholder representatives in the Supervisory Board are balanced across various metrics

Diversity profile

in % of Board members

Gender diversity



■ Men ■ Women

Nationality



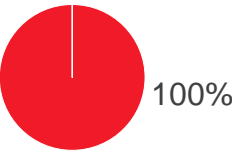
■ German ■ Non-German

Industry experience



■ Yes ■ No

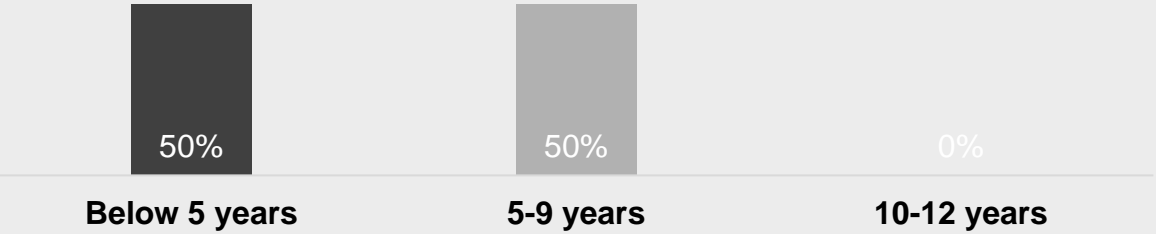
Independence*



■ Independent

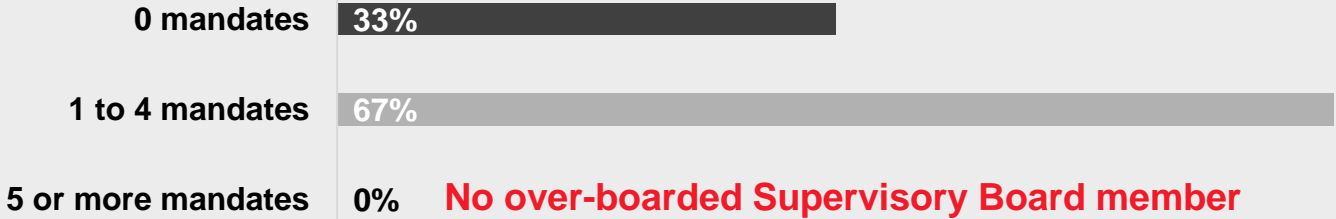
Tenure with LANXESS Supervisory Board

in % of Board members



Relevant mandates at other listed companies

in % of Board members



Well-diversified Supervisory Board

* According to the principles set forth under section C.7 of the German Corporate Governance Codex Code (GCGC) in the latest version dated April 28, 2022.

The Committees of the Supervisory Board are responsible for specific topics

Presidial Committee*



Dr. van Roessel **van Bylen** **Dr. Müller**
(Chairman)

- Discusses key issues and prepares meetings and resolutions of entire Supervisory Board
- Decides on consent-requiring transactions, which are based on annual corporate planning or of particular urgency
- Preparation of personnel decisions regarding LANXESS Board (e.g. remuneration)

Audit Committee*



Knapp **Rosen** **van Bylen**
(Chairwoman)

- Monitors external group auditor and preparation of (consolidated) financial statements
- Supervises internal audit, compliance, risk management- and internal control systems
- Prepares non-financial report (ESG)

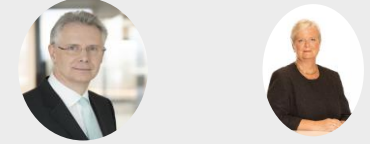
Nomination Committee



Dr. van Roessel **Dr. Hanagarth** **Rosen**
(Chairman)

- Proposes candidates for Supervisory Board to nominate for election by the Annual Shareholders' Meeting
- Staffed with shareholder representatives of the Supervisory Board only

Mediation Committee*








Dr. van Roessel **Dr. Hanagarth**
(Chairman)

- Proposes appointment or removal of Management Board Members in case of deadlock situation
- Equally staffed with shareholder- and employee representatives of the Supervisory Board






* Additionally staffed with employee representatives of the Supervisory Board.

All Supervisory Board members showed high level of dedication by 100%-attendance of meetings in 2023*

	Supervisory Board member	Supervisory Board	Executive Committee*	Audit Committee	Nomination Committee	Overall
	Dr. Rainier van Roessel (Chairman)	5/5 meetings attended	5/5 meetings attended			10/10 meetings attended
	Hans van Bylen	5/5 meetings attended	5/5 meetings attended	4/4 meetings attended		14/14 meetings attended
	Dr. Heike Hanagarth	5/5 meetings attended			3/3 meetings attended	8/8 meetings attended
	Pamela Knapp	5/5 meetings attended		4/4 meetings attended		9/9 meetings attended
	Lawrence A. Rosen	5/5 meetings attended		4/4 meetings attended	3/3 meetings attended	12/12 meetings attended

* Overview only refers to five shareholder representatives of the Supervisory Board because former chairman Dr. Matthias Wolfgruber retired in May 2024 and Dr. Hans-Joachim Müller was newly appointed as member of the Supervisory Board by the Annual General Meeting at the same time.

The six members received a fixed pay and additional attendance & committees' allowances in 2023¹

	Supervisory Board member	Fixed pay (LANXESS AG)	Compensation for committees	Attendance allowance	Total compensation ²
	Dr. Rainier van Roessel (Chairman)	€80,000	€40,000	€15,000	€140,000
	Hans van Bylen	€80,000	€80,000	€21,000	€186,000
	Dr. Heike Hanagarth	€80,000	€10,000	€12,000	€107,000
	Pamela Knapp	€80,000	€80,000	€13,500	€178,500
	Lawrence A. Rosen	€80,000	€50,000	€18,000	€153,000

¹ Overview only refers to five shareholder representatives of the Supervisory Board because former chairman Dr. Matthias Wolfgruber retired in May 2024 and Dr. Hans-Joachim Müller was newly appointed as member of the Supervisory Board by the Annual General Meeting at the same time. In 2023, Dr. Rainier van Roessel was not yet Chairman.

² Including additional €5,000 of fixed pay per member for LANXESS Deutschland GmbH

Agenda

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2 Board of Management compensation

3 Active shareholder interaction

4 Environmental Social Governance (ESG)

5 Back-up

The Supervisory Board has selected a highly skilled and experienced team for the Board of Management

Matthias Zachert
Chairman of the Board



- **Corporate Communications**
- **Corporate Development**
- **Legal & Compliance**
- **Business Units:**
 - Material Protection Products
 - Liquid Purification Technologies
 - Flavors & Fragrances

Frederique van Baarle
Board Member



- **Labor Director**
- **Human Resources**
- **Board responsibility for the Americas region**
- **Business Units:**
 - Lubricant Additives Business
 - Polymer Additives
 - Rhein Chemie

Dr. Hubert Fink
Board Member



- **Global Procurement & Logistics**
- **Production, Technology, Safety & Environment**
- **Business Units:**
 - Advanced Industrial Intermediates
 - Saltigo
 - Inorganic Pigments
 - Urethane Systems

Oliver Stratmann
Chief Financial Officer



- **Accounting**
- **Corporate Controlling**
- **Information Technology**
- **Mergers & Acquisitions**
- **Tax & Trade Compliance**
- **Treasury & Investor Relations**

The Supervisory Board is responsible for the compensation system of the Board of Management

variable	69%e	23%	Long-term incentive	Long-Term Stock Performance Plan (LTSP ¹)	<ul style="list-style-type: none">▪ Stock performance vs. FTSEurofirst 300 Eurozone Chemicals▪ Vesting period: 4 years	✓ The current compensation system is balanced between financial and non-financial targets	
		16%		Sustainability Performance Plan (SPP)	<ul style="list-style-type: none">▪ Duration of 4 years, target setting in advance▪ SPP target can differ from tranche to tranche▪ For 2024 a goal for CO₂e emission reduction was set		
		30%	Short-term incentive	Non-financial target (LTIFR ²)	<ul style="list-style-type: none">▪ Annual Performance Payment (APP) with 2 elements: 80% EBITDA and 20% LTIFR▪ Cap: 200% of budget (including discretionary payment)▪ Deduction in case of serious safety and/or environmental problems		✓ “Claw-back”: Right to withhold or reclaim granted variable compensation
				Financial target (EBITDA pre)			
fix	31%	31%	Benefits	Pensions	<ul style="list-style-type: none">▪ Share Ownership Guideline: Target 100% of annual base salary (150% for CEO)		✓ Total compensation is capped ³
			Annual Base Salary				

The next Say-on-pay will take place at the Annual Stockholders’ Meeting in 2025

¹ Current LTSP program | ² LTIFR = lost time injury frequency rate, known as MAQ in Germany | ³ The total cap includes all possible bonus payments from the variable remuneration and discretionary payments. Discretionary payment is limited to 20% of total APP and total payment (including discretionary payment cannot exceed 200% of annual base salary). It is only paid in exceptional cases and requires a reasonable and transparent justification by the Supervisory Board.

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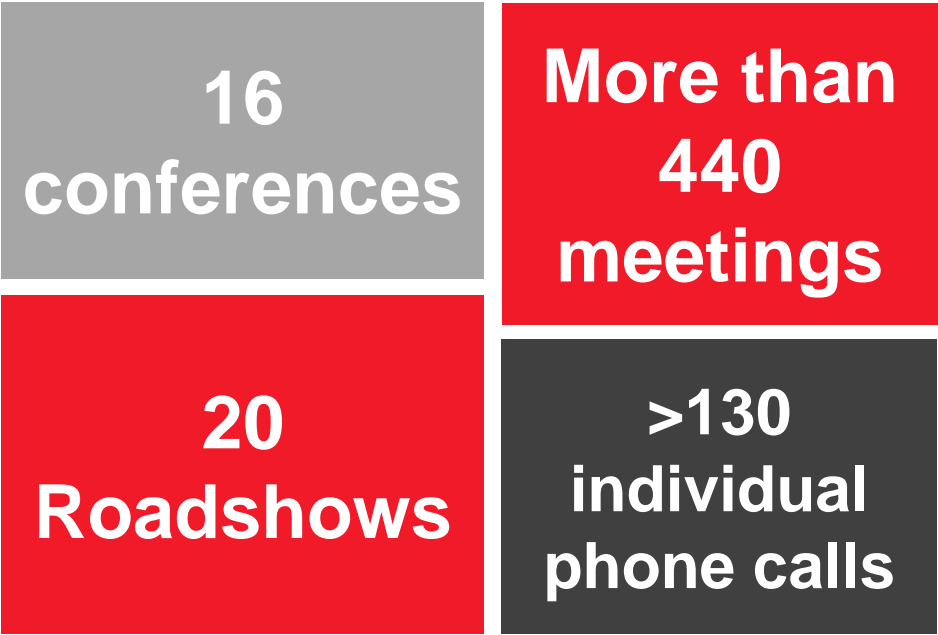
5 Back-up

LANXESS' management & investor relations continuously engages with investors across all regions



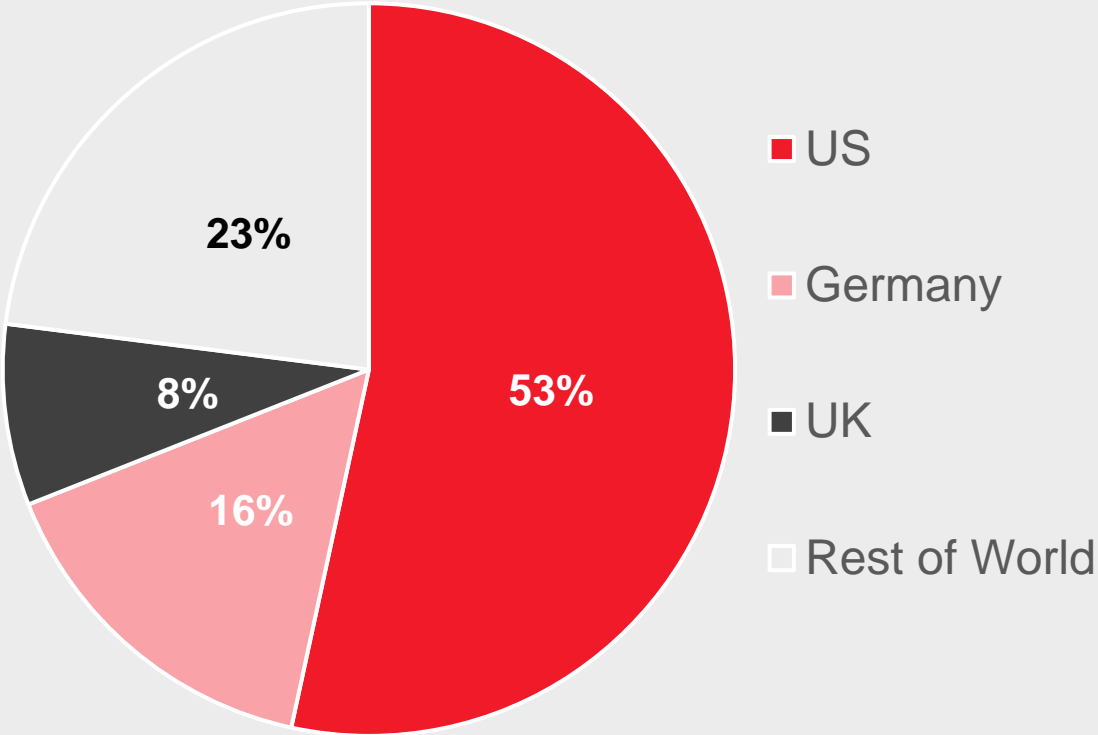
Shareholder interactions

FY 2023



Regional shareholder base

As of August 2024



The results from the last Annual Stockholders' Meetings show broad support by our investors

Stockholders voting in past 3 years

- **AGM 2022:** All agenda items approved with a percentage between 87.42% and 99.96%
- **AGM 2023:** All agenda items approved with a percentage between 88.15% and 99.94%
- **AGM 2024:** All agenda items approved with a percentage between 92.40% and 99.96%
- We have not had any against votes of more than 13%
- Detailed results available on our website

Say-on-pay at next AGM in 2025

- Last resolution on the approval of the compensation system for the Board of Management members at AGM in 2021; approval rate of 94.22%
- Next Say-on-pay to take place in 2025
- A new compensation system is currently developed based on feedback from investors and best practice in German industry
- Approval rate of compensation report in past three years of ~90% showing a general satisfaction with compensation structure
 - **AGM 2022:** 88.79% approval
 - **AGM 2023:** 90.48% approval
 - **AGM 2024:** 92.40% approval

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LANXESS as part of the chemical industry enables the transformation towards a sustainable society



New Mobility



Chemicals for battery production enable GHG-reduced solutions such as e-mobility

Renewable Energy



High-end materials such as lubricants support sustainable energy generation

Water Treatment



Ion exchange resins can purify water providing drinking water and helping wastewater treatment

Circular Economy



Recycling enables the recovery of molecules, reduces waste and makes re-use possible

Supervisory Board supports sustainability targets and fosters their fulfillment

CLIMATE

- Climate neutral by 2040 for Scope 1 & 2:
-80% CO₂e emissions by 2030 versus 2004
- Net zero by 2050 for Scope 3:
-60% CO₂e emissions by 2030 versus 2015

WATER

- Reduction of absolute water withdrawal at water risk and stress sites by 9% until end of 2028 versus 2019

PRODUCTS

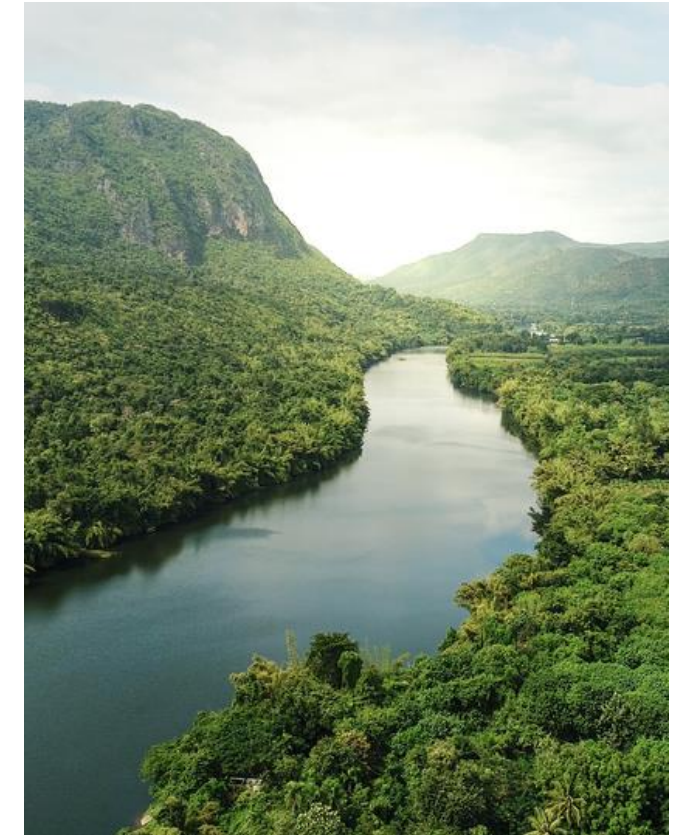
- Phase out of 2021/2023 roadmap products by 2026, innovate and substitute by 2030

SAFETY

- Aiming for zero accidents

DIVERSITY

- Proportion of women in management¹ at 30% in 2030



Ambition: LANXESS, a leading, resilient, and sustainable company

¹ Management refers to all managerial employees below the Board of management

LANXESS is enroute towards climate neutrality

Scope 1 & 2

**Climate
Neutral
2040**

CLIMATE
NEUTRAL \2040

Reduce CO₂ emissions from our own production and purchased energy (Scope 1 and 2)

- I. Realize major impact projects for climate protection
- II. Decouple emissions and growth
- III. Pursue technological innovations

Scope 3

**Net Zero
Value Chain
2050**

NET ZERO \VALUE CHAIN

Reduce CO₂ emissions from our value chain (Scope 3)

- I. Use of sustainable raw materials
- II. Transition to green logistics
- III. Increasingly offer low-carbon and climate-neutral products



Near-term (2030) and net zero targets approved to be on 1.5-degree climate path by SBTi¹

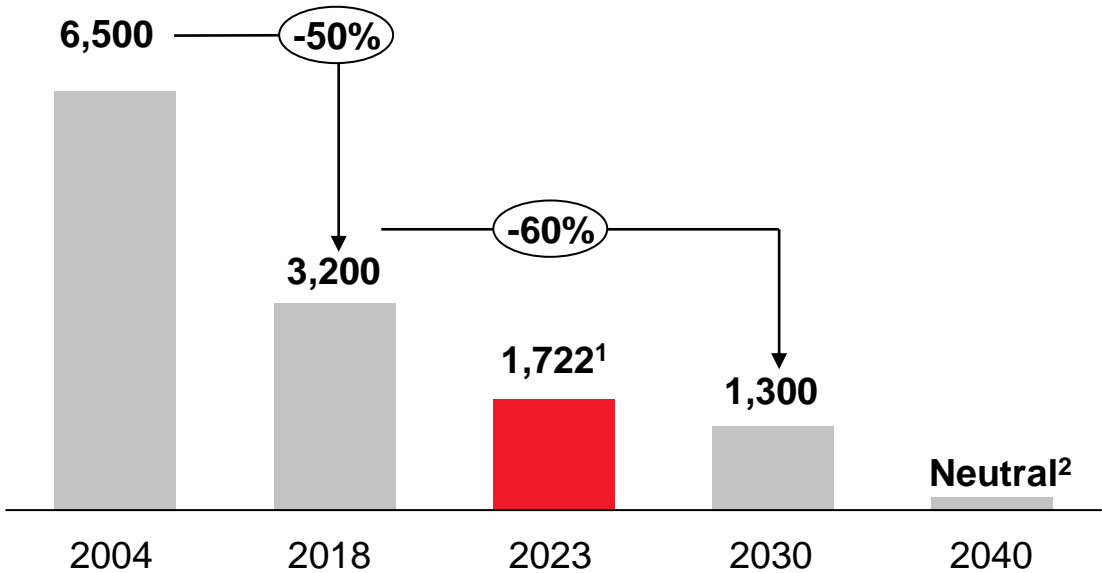
¹ SBTi = Science Based Targets initiative

Projects to reduce Scope 1 and 2 emissions are on track

CLIMATE
NEUTRAL **2040**

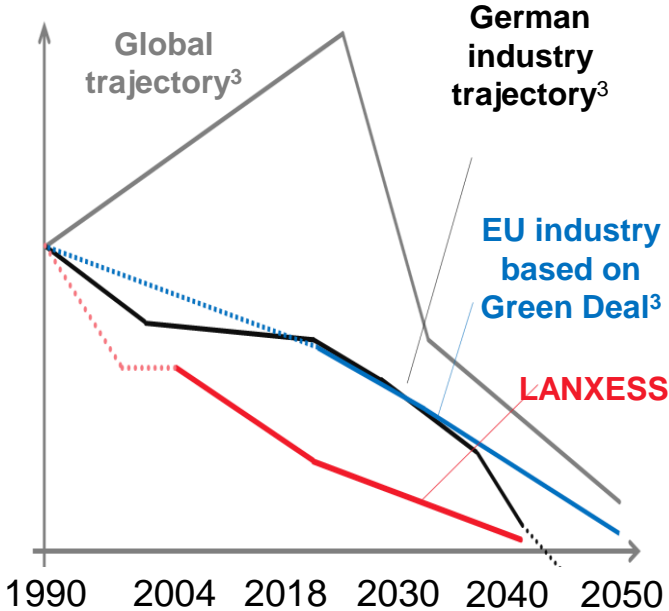
Path to climate neutrality

- 1 Realize major impact projects
- 2 Decouple emissions & growth
- 3 Pursue technological innovations



in thousand metric tons of CO₂e Scope 1 and 2 emissions

Ahead of EU regulation



Scope 1 and 2 emissions

On track to achieve target set for 2030

¹ Only continuing operations. 2023 figure distorted by very low utilization. | ² Climate neutral: Less than 220k tons of CO₂ equivalents (e) per year. These will be reduced through compensation measures. | ³ Estimation based on AGORA Energiewende

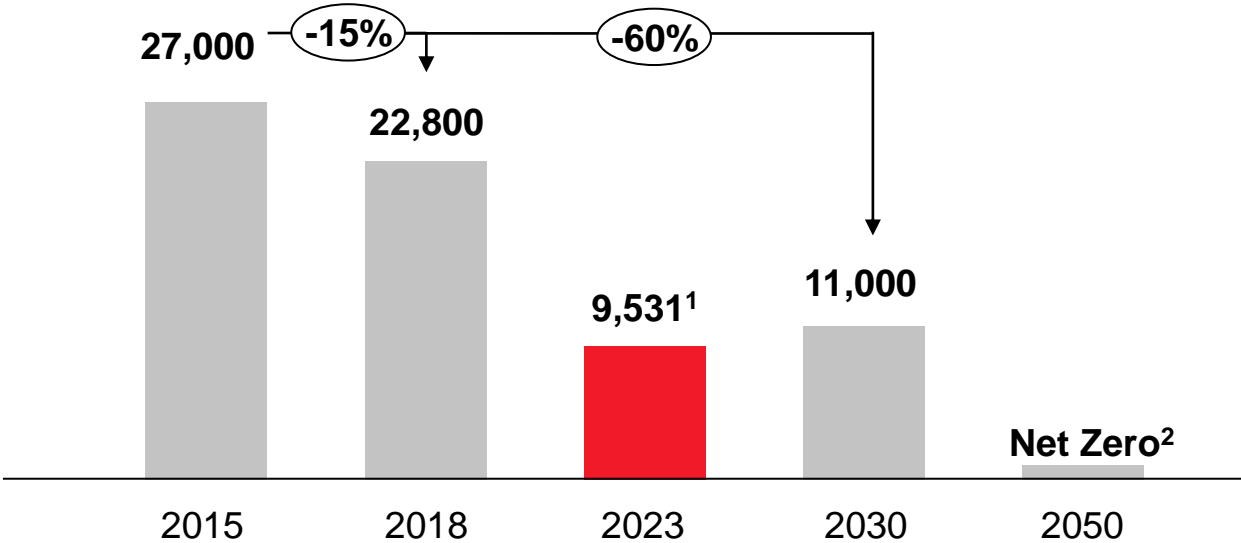
The aim is to reduce and ultimately neutralize Scope 3 value chain emissions



NET ZERO \VALUE CHAIN

Path to Net Zero

- 1 Use of sustainable raw materials
- 2 Transition to green logistics
- 3 Increasingly offer low-carbon and climate-neutral products



in thousand metric tons of CO₂e Scope 3 emissions

On track to achieve target set for 2030

¹ Only continuing operations. 2023 figure distorted by very low utilization.

² "Net zero" will be achieved by a combination of positive and negative emissions during the life-cycle. Final 10% of emissions (equal to ~1,475 kt CO₂ in relation to 2021 baseline) will be reduced by compensation measures.

Conserving biodiversity is an essential pillar of the pledge to promote sustainability

Responsibility along the value chain



- We strive for circular & sustainable sourcing
- Raw materials that we procure should be in line with recognized standards of sustainability

Safe & Sustainable sites



- Endeavour to avoid non-hazardous and hazardous emissions in soil, air and water
- Clear commitment and targets for water withdrawal, use and limitation of water pollution
- Clear climate strategy

Sustainable products



- Improvement of sustainability performance of our product portfolio as integral aspect of product responsibility
- Product Sustainability Monitor used to categorize our product portfolio and identify share of sustainable products and those with improvement potential

- **Climate change and water-related issues (water withdrawal, use & pollution) as the primary drivers of the potential environmental and biodiversity impact of the chemical industry**
- **We have already established commitments, strategies, and specific targets for both topics**

LANXESS offers extensive transparency on the commitment to sustainability

We commit to several initiatives and frameworks



In support of

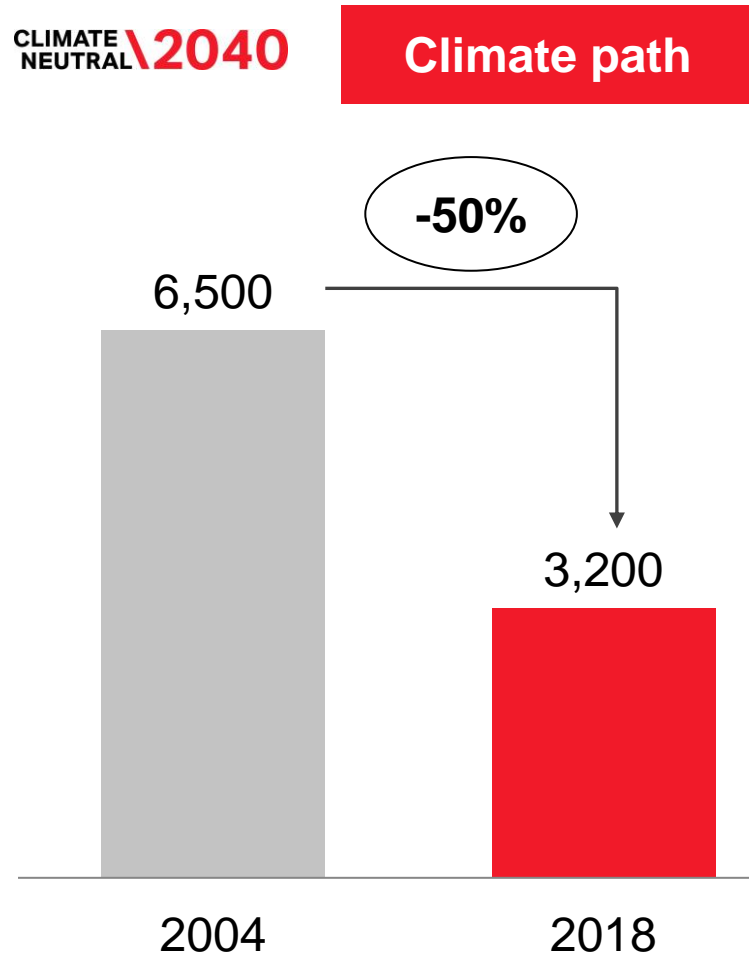
**WOMEN'S
EMPOWERMENT
PRINCIPLES**

Established by UN Women and the
UN Global Compact Office

We offer transparency on where we stand complying with standards and regulations



LANXESS has a long track record of climate protection projects – significant reduction already since 2004



Nitrous oxide reduction plant in Krefeld-Uerdingen, Germany

- Reduction by 1,500 kt CO₂e/year
- Awarded several times

Co-generation plant in Porto Feliz, Brazil

- Degree of efficiency of up to 90 percent
- Powered by biomass, thus CO₂-neutral

Steam network in Antwerp, Belgium

- Highly efficient due to joint energy use by numerous partners in the port of Antwerp

Portfolio optimization

- Focus on low-emission specialty chemicals

Emissions based on Scope 1 + Scope 2, figures rounded, in thousand tons CO₂e

LANXESS has a strong commitment towards diversity and inclusion

Success driven by personal commitment of each and every employee



Further increase proportion of women in...



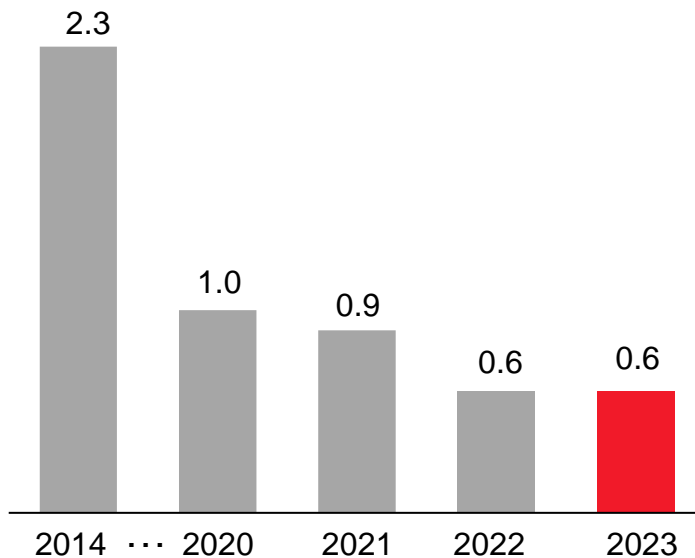
- Management¹ to 30% by 2030
Currently at: 26.1%
- 1st level below Board of Management to 25% by 2027
Currently at: 23.1%
- 2nd level below Board of Management to 28% by 2027
Currently at: 28.4%

We are on track with achieving our targets and plan to further foster diversity and inclusion

¹ Management refers to all managerial employees below the Board of management

LANXESS views social principles as major drivers for sustainable success

Ambition: Avoid all accidents



LTIFR¹: Accident rate per million hours worked;
starting 2023 only continuing operations

Social principles are more than diversity indicators

- Commitment to ILO² convention and its principles for work
- We set the target to reduce LTIFR in 2025 by more than 50% versus 2014
- Initiatives fostering occupational health and safety, e.g., platform with various offers around health and prevention measures
- Fair compensation and comprehensive benefits, e.g., (child-)care, maternity/paternity leave, pension, transition into retirement and different insurances
- Comprehensive concepts for employee qualification, e.g., reflected in high ratio of apprentices hired after completing the training
- Close and regular collaboration with works' councils and labor unions

Our social principles are embedded in our Performance Culture

¹ LTIFR = lost time injury frequency rate, known as MAQ in Germany. Accident rate per million hours worked resulting in one workday or more lost following the day of the accident, calculated for all employees (including temporary workers) at all sites | ² ILO = International Labour Organization

Leading ESG rating providers honor LANXESS' performance



Rating recently confirmed

BBB → A → AA → AA → AA → AA

2nd highest category for 4th time
Convincing governance set-up and climate strategy

Rating recently updated

C → B- → B- → B

Prime status since 2020; B rating since 2024
Top 10%

DISCLOSURE INSIGHT ACTION

A A A- A A A A A

2016 2017 2018 2019 2020 2021 2022 2023

In total, 7 times on Climate A list (among top 2%), 5th time in a row
2nd time A- rating for water disclosure

Powered by the S&P Global CSA

Europe: #1 #1 #1 #1 #1

World: #4 #2 #2 #2 #3

2019 2020 2021 2022 2023

Top 10% in DJSI World (13th year)
#1 in DJSI Europe (7th year)
Sustainability Yearbook member

We are rewarded for our efforts on sustainability that go beyond the must-haves

GOLD | Top 5%

Sustainability Rating

SEP 2024

Rating recently updated

CEO-led committee structure guarantees effective sustainability management

Supervisory Board

- Competence profile
- Sustainability embedded in yearly strategy review

Committees

- Sustainability (CEO)
- Risk (CFO)
- Investment
- Digitalization

Compensation

- Long-Term Stock Plan
- Sustainability Performance Plan
- Short-term incentive incl. non-financial target

Sustainability Committee

Matthias Zachert (CEO)

Entire board reviews and tracks sustainability performance and aligns on targets and action plans quarterly

Sub-Committees

Climate and Energy	Health, Safety and Environment	Value Chain Circularity & Product Stewardship	Social and Governance	Stakeholder expectations & reporting standards
Hubert Fink	Hubert Fink	Frederique van Baarle	Frederique van Baarle	Oliver Stratmann

- Embedded in our Corporate Policy, Code of Conduct and Integrated Management Systems
- Close collaboration between Board of Management and Supervisory Board

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LANXESS – A globally operating specialty chemicals company



Specialty chemicals company



- Spin-off from Bayer in 2004
- Specialty chemicals portfolio: chemical intermediates, additives, specialty chemicals and plastics

Global success story



- Approximately 13,000 employees in 32 countries
- Global sales of EUR 6.7 billion in 2023

Strategy of profitability and resilience



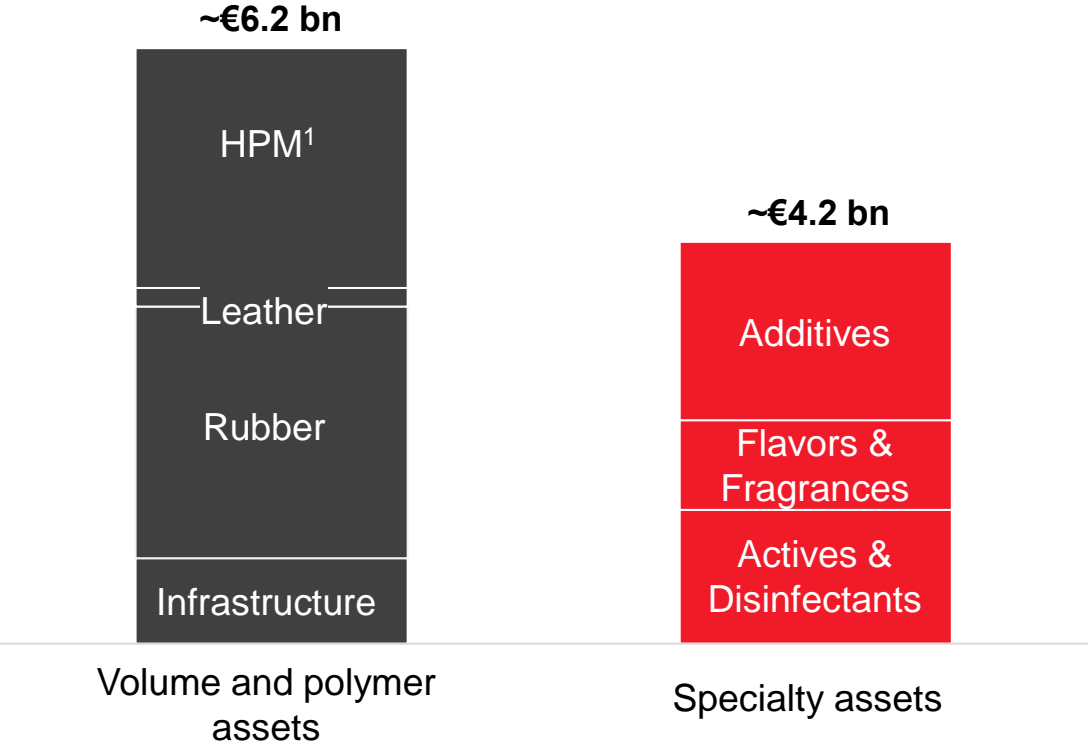
- Strengthening of leading position in medium-sized markets
- Expansion in USA, strong market presence in Europe and Asia

LANXESS portfolio transformed towards a true specialty chemicals player



Portfolio transactions since 2016

Transaction values



Acquired businesses:
High profitability and cash generation
Asset light
Less cyclical

Divested businesses:
Lower profitability
Asset intensive
More cyclical

¹ HPM: High performance materials business (Polyamid) transferred to JV with Advent on April 1, 2023; Sale of Urethane Systems business to UBE corporation with an enterprise value of ~€460 m announced on October 3, 2024. Closing expected in first half of 2025.

Strong portfolio of attractive businesses: Reduced complexity, higher profitability, lower asset intensity

Consumer Protection



- Material Protection Products
- Flavors & Fragrances
- Saltigo
- Liquid Purification Technologies

- Among top 3 players
- High profitability
- Asset light and high cash conversion

Specialty Additives



- Polymer Additives
- Lubricant Additives Business
- Rhein Chemie

- Among top 3 players
- Small volume, high impact
- Integrated value chains

Advanced Intermediates



- Advanced Industrial Intermediates
- Inorganic Pigments

- Among top 3 players
- Technology and process driven
- A market leader in Western hemisphere

Group functions and countries

Globally responsible Business Unit set-up fosters dedication and entrepreneurship

Dividend policy: LANXESS has the clear target to always pay a dividend

New dividend policy introduced

We aim to pay a stable or increased dividend each year

For each year's proposal, we will take certain factors, such as the economic situation and our financial leverage, into consideration

We will, however, always pay a dividend



The Supervisory Board supervised the development of the FORWARD! program



Savings of FORWARD! program have been confirmed and are in execution

Progress

- Majority of contracts for FTE reduction signed
- Measure implementation according to plan
- Savings realization fully on track

~€150 m

total recurring savings

	2024	2025
Savings	~€90 m	~€60 m
Cash-outs	~€50 m	~€30 m
FTEs*	~870 globally	

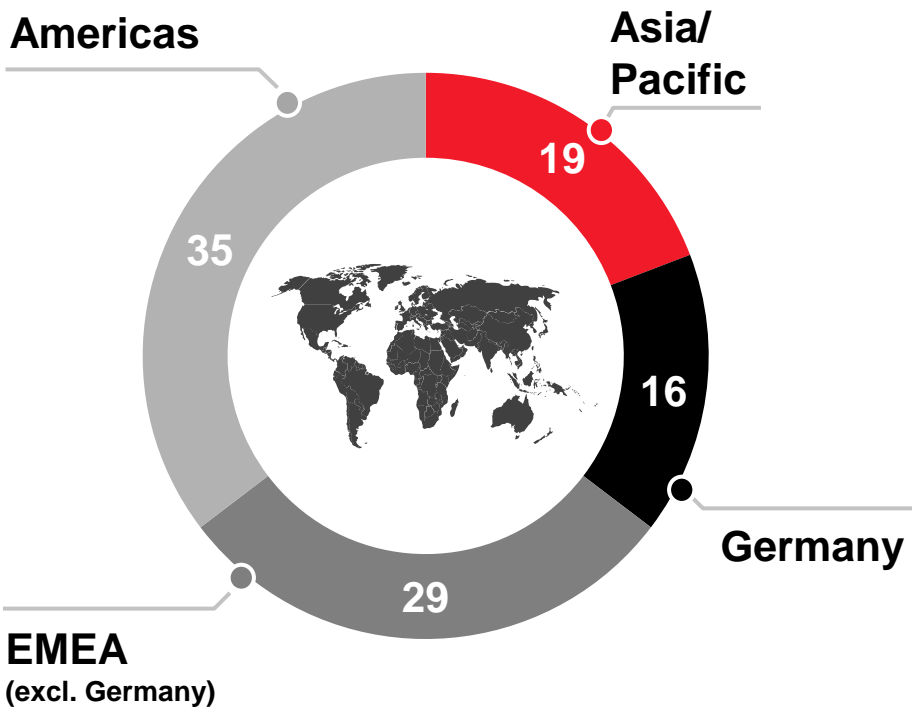
Sustainable improvement of cost base

* FTEs: full-time equivalents

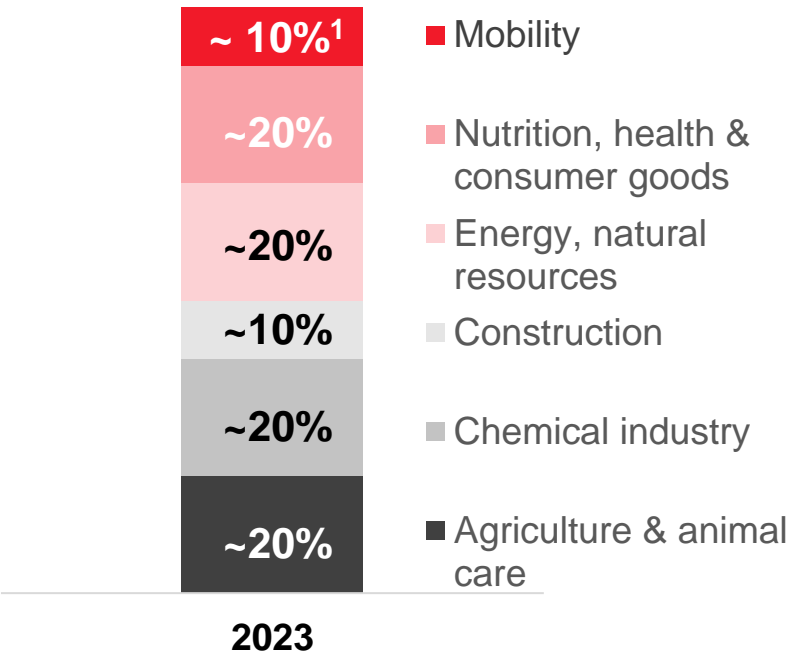
LANXESS' portfolio is balanced across regions and end-markets



FY 2023 sales by region [%]



FY 2023 sales end-market exposure



LANXESS

A thick red horizontal bar is positioned below the 'LAN' portion of the 'LANXESS' logo.

Energizing Chemistry

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