

Annex to agenda item 7 to the Annual Stockholders' Meeting of LANXESS Aktiengesellschaft on May 19, 2021:

Compensation for the Supervisory Board members

Compensation for Supervisory Board members of LANXESS AG is specified in Article 12 of the Articles of Association (hereinafter attached). Accordingly, the Supervisory Board members receive an annual base compensation for their work. Variable compensation that depends on the achievement of certain accomplishments or targets shall not be paid to Supervisory Board members. The amount of the fixed compensation depends specifically on the activities performed on the Supervisory Board or its committees. The Supervisory Board members also receive a meeting attendance fee for taking part in Supervisory Board and committee meetings. The provisions under Article 12 of the Articles of Association have been in effect since the end of the last Annual Stockholders' Meeting on August 27, 2020.

The underlying, abstract compensation for the provision of the Articles of Association for the Supervisory Board members is specifically as follows (information under Section 113 Para. 3 Sentence 3 in conjunction with Section 87a Para. 1 Sentence 2 AktG):

1. The system for compensating Supervisory Board members provides for fixed remuneration only, plus a meeting attendance fee without a performance-based variable component and without stock-based compensation. Granting fixed remuneration only is the most common practice in other major German, publicly listed companies. The Board of Management and Supervisory Board are of the opinion that fixed remuneration only for Supervisory Board members is the most appropriate for ensuring the independence of the Supervisory Board. In this way, it can effectively perform the advisory and monitoring function for the Board of Management. In addition, the workload and liability risk of the Supervisory Board members are generally not in tandem with the economic success and earnings situation of the company. Rather, it is often the case that during difficult times when variable compensation typically declines extensive consultation and monitoring is required of the Supervisory Board members. Fixed compensation-only for the Supervisory Board members is also set forth in recommendation G.18 (1) of the German Corporate Governance Code (GCGC).
2. The Supervisory Board compensation includes the following components:
 - 2.1 The annual base compensation of the members of the Supervisory Board is EUR 80,000. The Chairman of the Supervisory Board will receive three times this amount, i.e., EUR 240,000 and the Vice Chairman will receive 1.5 times this amount, i.e., EUR 120,000. Thus, pursuant to recommendation G.17 Sentence 1 of the GCGC the higher amount of time required for the Chairman and Vice Chairman of the Supervisory Board is taken into account when defining the compensation.
 - 2.2 For committee memberships, additional compensation will be granted under the following rules: As a rule, Supervisory Board members who belong to a committee shall additionally receive half of the fixed remuneration, i.e., EUR 40,000 each. These are the Audit Committee and the Presidial Committee of the Supervisory Board of LANXESS AG. This does not apply to Supervisory Board members who belong to the Nominations Committee. These will each receive only one-eighth of the fixed remuneration, i.e., an additional EUR 10,000. No additional compensation

is granted for membership in the Committee to be formed (the “Mediation Committee”) pursuant to Section 27 Paragraph 3 of the German Co-determination Act (MitbestG).

The following applies to the committee chairmen: The Chairman of the Audit Committee shall receive in addition another half of the fixed remuneration, i.e., an additional EUR 40,000. Members of the Supervisory Board who chair a committee other than the Audit Committee or the Nominations Committee shall receive in addition a quarter of the fixed remuneration, i.e., an additional EUR 20,000. No additional compensation will be paid to the chairman of the Nominations Committee or the chairman of the Mediation Committee.

In accordance with recommendation G.17, Sentence 1 of the GCGC, the higher amount of time required for the chairman and the members of any committees is accounted for adequately. Experience shows that particularly for the chairman of the Audit Committee, there is much more preparation and work involved, not only in terms of quality but also quantity. Therefore, the chairman of the Audit Committee receives higher compensation than in other committees. The membership in the Nominations Committee also receives additional compensation due to the fact that its significance has increased in recent years and therefore requires a bigger time investment. However, as the workload is lower than it is in other committees, the additional compensation is reduced. No additional compensation will be given for the chairman of the Nominations Committee. The members and chairman of the Mediation Committee do not receive special compensation.

- 2.3 In addition, the members of the Supervisory Board receive a meeting attendance fee of EUR 1,500 per meeting for each meeting of the Supervisory Board and any committees they belong to. No meeting attendance fee is paid for meetings of the Mediation Committee.
 - 2.4 In all, a member of the Supervisory Board receives compensation (comprising the annual base compensation and additional compensation for the chairman or membership in committees) totaling no more than three times the fixed remuneration. This is a maximum of EUR 240,000 each. This limit also applies to the chairman and his vice chairman. There is also a meeting attendance fee for each meeting.
 - 2.5 All compensation and the meeting attendance fee are paid plus sales tax in the amount owed by the Supervisory Board member by law.
 - 2.6 On behalf of the Supervisory Board members, the company has concluded a D&O insurance policy. This covers the liability owed by law for the breach of any obligations relating to their Supervisory Board activities, minus a deductible. The company will also reimburse each Supervisory Board member for properly documented, reasonable expenses and any sales tax owed by law on the reimbursement of expenses.
3. The Supervisory Board is tasked with advising and monitoring the Board of Management, which manages the company and its business under its own responsibility. The members of the Supervisory Board are entitled to reasonable compensation, the structure and amount of which take account of the requirements for the Supervisory Board office, the time required and the responsibility of the Supervisory Board members for the company. This complies with the existing Article of Association regarding Supervisory Board compensation. The amount and structure of the Supervisory Board compensation is in line with the market – particularly with regard to the Supervisory Board compensation of

other comparable publicly listed companies in Germany. As a benchmark, the company has used the smaller German DAX and larger German MDAX companies for the criterion of market capitalization. The structure of compensation for the Supervisory Board is meant to recruit and retain candidates with excellent qualifications who have valuable knowledge specific to the subject matter and industry. This in turn lays the foundation for the best possible performance of advisory and monitoring activities by the Supervisory Board and makes a key contribution to promoting the business strategy and the long-term development of the company.

4. Compensation for membership on the Supervisory Board and its committees is due four weeks after the end of the financial year. The meeting attendance fees owed to each Supervisory Board member are due at the same time. There will be no other delays for the payment of compensation components.
5. Compensation for Supervisory Board members is fully stipulated in the Articles of Association. The compensation depends on the length of membership in the Supervisory Board and the length of membership on the committees. Members of the Supervisory Board who are on the Supervisory Board or a committee or who chaired a committee for only part of the fiscal year shall receive compensation that is reduced on a prorated basis. This amount is calculated with the precise number of days. No approval has been given for severance pay, retirement pay or early retirement rules.
6. The compensation rules apply equally to shareholder representatives and employee representatives on the Supervisory Board. The compensation and employment terms for employees have not been and are not relevant for the compensation system of the Supervisory Board. This is evident by the fact that the Supervisory Board compensation is paid for an activity that is fundamentally different from the employees' activities. A vertical comparison with employee compensation would not be appropriate.
7. The compensation system for the Supervisory Board is resolved by the Annual Stockholders' Meeting at the suggestion of the Board of Management and the Supervisory Board. The Board of Management and Supervisory Board will review the compensation for the Supervisory Board members on a regular, continuous basis and submit a (confirmatory) resolution to the Annual Stockholders' Meeting in accordance with Section 113 Para. 3 Sentences 1 and 2 AktG at least every four years. Because the compensation is governed by the Articles of Association, these articles must be amended if the compensation system is modified. If the Supervisory Board deems it necessary, it will also consult with an independent external compensation advisor.

Naturally, when the Supervisory Board proposes resolutions to the Annual Stockholders' Meeting to set the Supervisory Board compensation, it is acting on its own behalf. This corresponds to the procedure under AktG. However, the Annual Stockholders' Meeting makes the decision on the compensation for the Supervisory Board. Furthermore, compensation for the Supervisory Boards of companies listed on the stock exchange are made public and therefore transparent for the decision of the Annual Stockholders' Meeting.

Annex: Article 12 of the Articles of Association in the version resolved August 27, 2020

- (1) Each member of the Supervisory Board shall receive fixed annual remuneration of EURO 80,000 each (the "fixed remuneration") for their services. The Chairman shall receive triple, his deputy one and a half times the fixed remuneration.
- (2) Members of the Supervisory Board who belong to a committee other than the Nominations Committee shall receive in addition one half of the fixed remuneration. Members of the Supervisory Board who belong to the Nominations Committee shall receive in addition one eighth of the fixed remuneration. The Chairman of the Audit Committee shall receive in addition another half of the fixed remuneration. Members of the Supervisory Board who chair a committee other than the Audit Committee or the Nominations Committee shall receive in addition a quarter of the fixed remuneration. 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. In all, a member of the Supervisory Board will receive a maximum of three times the fixed remuneration pursuant to the above provisions.
- (3) The fixed remuneration shall be payable four weeks after the end of the fiscal year. Members of the Supervisory Board who are on the Supervisory Board or a committee or who chaired a committee only during part of the fiscal year shall receive a fixed remuneration that is reduced on a prorated basis.
- (4) Each member of the Supervisory Board and its committees shall receive a meeting attendance fee of EURO 1,500 for each Supervisory Board meeting and committee meeting in which he participates. The committee to be formed under Section 27 Para. 3 MitbestG is not considered a committee under this (4). The meeting attendance fees owed to each Supervisory Board member in a fiscal year are due along with the fixed remuneration for the fiscal year.
- (5) All compensation set forth in Paragraphs (1) to (4) is subject to the addition of sales tax in the amount owed by law by the Supervisory Board members.
- (6) The Company shall reimburse the members of the Supervisory Board for any out-of-pocket expenses incurred in connection with the exercise of their office, including any sales tax accrued on such reimbursement.
- (7) The Company may take out liability insurance for the benefit of the members of the Supervisory Board to cover any legal liability arising from their activity on the Supervisory Board.