

Company No. 03498959

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LANXESS LIMITED (the Company)

Circulation Date: 16/12/2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of the Company propose that the resolutions set out below are passed as special resolutions (the Resolutions).

Special resolutions

1. THAT, pursuant to section 641(1)(a) of the Act, the issued share capital of the Company be reduced from £12,000,000 (comprising of 12,000,000 ordinary shares of £1.00 each) to £4,000,000 (comprising of 4,000,000 ordinary shares of £1.00 each) by cancelling and extinguishing 8,000,000 of the issued ordinary shares of £1.00 each in the Company, each of which is fully paid up (the Reduction); and
2. THAT the sum arising on the Reduction pursuant to Resolution 1 above be repaid directly to LANXESS Deutschland GmbH, being the sole shareholder of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions hereby irrevocably agrees to the Resolutions.

Signed for and on behalf of
LANXESS Deutschland GmbH

ppa. M. Lehner
Markus Lehner

ppa. J. Etzbach
Dr. Judith Etzbach

Date

December 16, 2020

WEDNESDAY



A04 *A9LØNVSE* 30/12/2020 #39
COMPANIES HOUSE

NOTES:

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked "For the attention of the directors of the Company".
- 2 If you do not agree with the Resolutions you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will lapse if not passed by the date 28 days from the circulation date. However, pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the Reduction. Therefore, if you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.