



Investment Agreement with ADNOC International signed

Transaction Highlights

October 1, 2024

Forward-looking statements

This presentation may contain forward-looking statements based on current assumptions and forecasts made by Covestro AG.

Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the Company and the estimates given here. These factors include those discussed in Covestro's public reports, which are available on the Covestro website at www.covestro.com.

The Company assumes no liability whatsoever to update these forward-looking statements or to adjust them to future events or developments.

Covestro and ADNOC agreed to enter into strategic partnership



Transaction highlights

FINANCIALS

- Voluntary public takeover offer of €62.00 per share
- 10% capital increase, subscribed by ADNOC at closing resulting in proceeds of €1.17 billion

STRATEGY

- Full support for Covestro's strategy, business plan and BoM
- Fostering "Sustainable Future" strategy with ADNOC's support
- Commitment to maintain integrity of Covestro's business

MUTUAL BENEFITS

- Covestro: access to ADNOC's extensive resources/capabilities
- ADNOC: Covestro as the strategic platform towards becoming global Top 5 chemicals player

GOVERNANCE

- HQ to remain in Leverkusen
- ADNOC to receive 4 out of 12 Supervisory Board seats⁽¹⁾
- No Domination and Profit and Loss Transfer Agreement



Covestro's Board of Management and Supervisory Board welcome and support the agreement and the offer and currently assume to recommend its acceptance to Covestro's shareholders

Attractive offer to shareholders and benefits for Covestro



Overview of offer terms and Investment Agreement

DEAL FINANCIALS

Key offer terms:

- Offer price of €62.00 per share, voluntary all-cash public takeover offer
 - 54% premium to closing price on June 19, 2023 (prior to ADNOC rumours)
 - 21% premium prior to negotiations ad-hoc to closing price on June 21, 2024
 - 13% premium to 3M VWAP as of 30.09.2024
- Offer subject to customary closing conditions, including a minimum acceptance rate of 50% plus one share and regulatory approvals

Capital Increase:

- 10% capital increase, fully subscribed by ADNOC at offer price
- Subscription rights of existing shareholders excluded
- Proceeds of €1.17bn at offer price of €62.00 per share will foster further implementation of “Sustainable Future” strategy
- No dividend payout to be proposed by Board of Management and Supervisory Board until closing has been completed

ADDITIONAL ASPECTS OF INVESTMENT AGREEMENT

General aspects:

- Financially strong and long-term oriented partner
- Commitment to protect Covestro's technology and intellectual property
- Legal form of German stock corporation (“AG”) maintained
- Covestro to support delisting and/or squeeze-out if intended by ADNOC and subject to fiduciary duties
- No Domination and Profit and Loss Transfer Agreement

Employees:

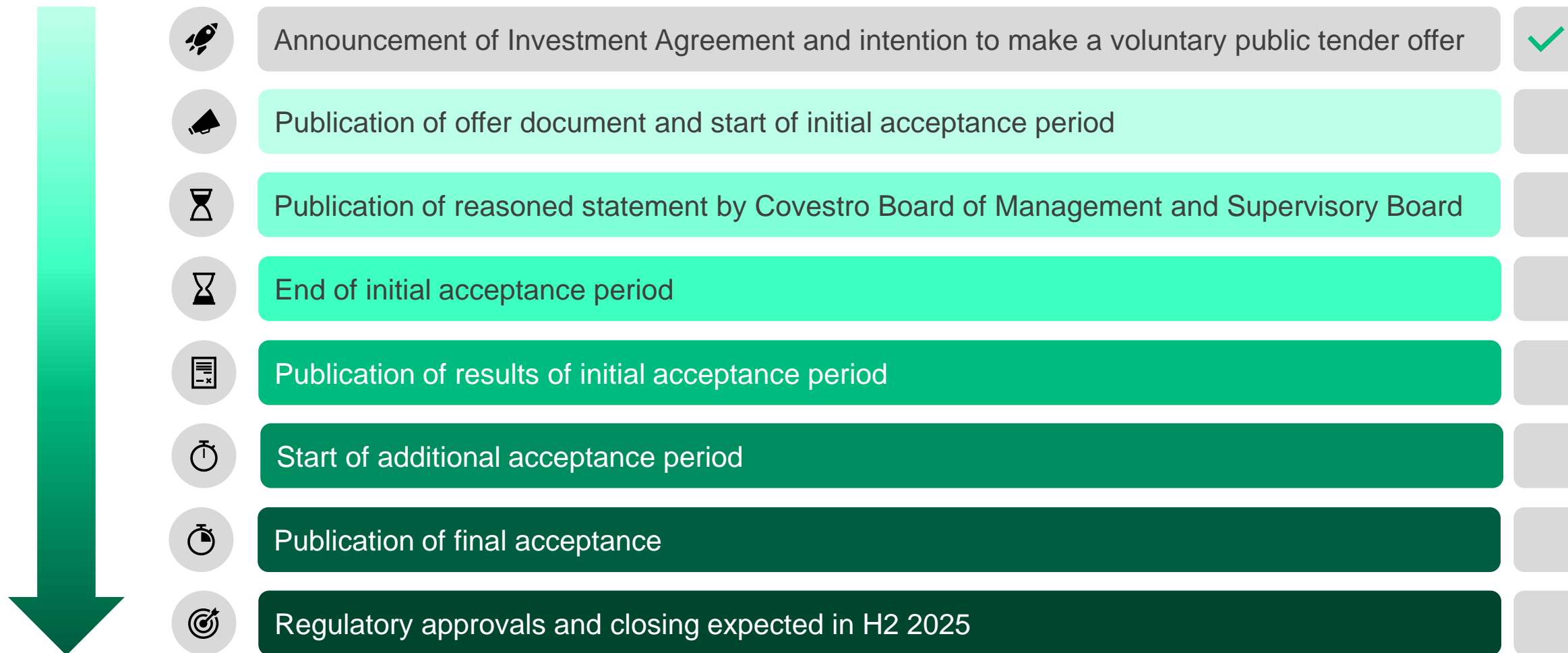
- Interests of all Covestro employees well-protected in Investment Agreement
- ADNOC to recognize general works agreements, collective bargaining agreements and the rights of the works councils in Germany

Duration:

- Investment Agreement runs until December 31, 2028

Milestones on path to completion

Closing anticipated in H2 2025



Questions & Answers

Investor call

Remarks:

- Please use hand raise function to verbally ask questions
- For posted questions, please use the „Q&A“ / „F&A“ tab