



Absentee voting or proxy form

This form does not substitute proper registration for the Annual General Meeting. Please note the information on the following page.

Person granting proxy

Last name or company*

Number of shares*

First name*

Registration confirmation no*

Post code/city*

*Required fields (To find the information, please consult the registration confirmation to the Annual General Meeting that was sent to you after due registration.)

Absentee voting or proxies/instructions to proxies designated by the company

I/We hereby exercise my/our voting rights by absentee ballot as follows or authorize Mrs. RA'in Ina Moritz, Leverkusen, and Mr. RA Dr. Martin Breloer, Leverkusen, (company-nominated proxies) under disclosure of my/our names, each individually, including the right to delegate this proxy authority, at the Annual General Meeting of Covestro AG on July 30, 2020, and exercise my/our voting rights according to the following instructions:

I/We hereby authorize proxies nominated by the company
If you do not check this box, then you are exercising your voting rights by absentee ballot.

Proposed resolutions according to Federal Gazette

	YES	NO
2. Resolution on the use of the distributable profit	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the actions of the members of the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of the actions of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the auditor for the audit of the annual financial statements and for the review of the interim financial statements	<input type="checkbox"/>	<input type="checkbox"/>
6. Elections to the Supervisory Board		
1) Dr. Christine Maria Bortenlänger	<input type="checkbox"/>	<input type="checkbox"/>
2) Prof. Dr. Rolf Nonnenmacher	<input type="checkbox"/>	<input type="checkbox"/>
3) Dr. Richard Pott	<input type="checkbox"/>	<input type="checkbox"/>
4) Regine Stachelhaus	<input type="checkbox"/>	<input type="checkbox"/>
5) Patrick W. Thomas	<input type="checkbox"/>	<input type="checkbox"/>
6) Ferdinando Falco Beccalli	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on rescinding the existing Authorized Capital 2015, creating Authorized Capital 2020 in return for cash contributions and/or contributions in kind with the option to disapply subscription rights, and on the corresponding amendments to the Articles of Incorporation	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on rescinding the existing and granting the Board of Management a new authorization to issue convertible/warrant bonds, to disapply subscription rights, to rescind the existing Conditional Capital 2015 and to create a Conditional Capital 2020, and to amend the Articles of Incorporation accordingly	<input type="checkbox"/>	<input type="checkbox"/>
9. Amendment of Sections 3, 14 and 15, Paragraph 2 of the Articles of Incorporation to adapt to the German Act Implementing the Second Shareholder Rights Directive ("ARUG II")	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendment of Sections 10, 15 and 16 of the Articles of Incorporation	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s) or other conclusion of the declaration

Proxy to a third party

I/We hereby authorize

Last name or company

First name

City

to represent me/us under disclosure of my/our names in the Annual General Meeting mentioned above. This proxy encompasses exercising of all Annual General Meeting related rights, including the delegation of the proxy authority.

Please clearly instruct your representative about the statements on data protection and the transfer of personal data.

Signature(s) or other conclusion of the declaration

Instructions

Registration for the Annual General Meeting

You can only exercise your voting rights or other exercisable shareholders' rights if you have duly registered and submit a verification of your share ownership referring to the beginning of the 21st day prior to the Annual General Meeting, i.e. **July 9, 2020, 00:00 hrs**, (record date).

The registration and verification of share ownership must be received **by the end of July 23, 2020** at the following address:

Covestro AG

c/o Computershare Operations Center
80249 Munich

Fax: +49 89 30903-74675

Email: anmeldestelle@computershare.de

The registration will be processed by your depository bank, if applicable. The receipt of your registration documents at your depository bank is not considered due registration for the Annual General Meeting, only the receipt of the registration and verification of share ownership at the address listed above is decisive.

Belonging to a registration/Notes about this form

This form can only be taken into account if it clearly belongs to a registration. If such an identification is not possible due to the improper or non-existent registration or incomplete or illegible information on this form, the voting rights cannot be exercised by absentee voting, or by proxies nominated by the company, or by a third-party proxy, with this form.

Please fill out this form completely and legibly. The required information about the issuing party can be found on your registration confirmation, which is sent to you after due registration.

Relation to other forms/InvestorPortal

You can also use the forms printed on the registration confirmation to exercise voting rights by absentee ballot or to issue proxies. The registration confirmation is sent to you after due registration. If you use the forms printed on the registration confirmation, the belonging to your registration is ensured.

This form or the form printed on the registration confirmation must be used for absentee voting.

The form or the form printed on the registration confirmation is not mandatory with regard to the issuing of proxies. You can also use another declaration in text form. The explanations on the belonging to a registration apply accordingly.

Moreover, you can also use the InvestorPortal to grant proxy authorization to a third party, for absentee voting and issuing proxies/instructions to company nominated proxies.

Another condition for use of the InvestorPortal by a proxy is that the proxy receives the login information sent to the issuer of the proxy along with the registration confirmation. Please instruct your proxy of this procedure.

Absentee voting or proxies/instructions to proxies nominated by the company

You can use this form to exercise your voting rights by absentee ballot or by proxies nominated by the company. You can also use the form printed on the registration confirmation for this purpose.

Please issue a voting instruction for all proposed resolutions. Check the YES field to approve or the NO field to reject. If no check mark is made, this will be counted as an abstention. Double check marks are considered to be invalid. If under an agenda item collected proposals are put to vote separately, your voting instructions apply respectively to the separate votes. If you wish, you may append your signature or select other conclusion of the declaration.

We ask that you submit absentee ballots or proxies/instructions to proxies nominated by the company and any amendments or revocations at the latest by no later than **July 29, 2020, 24:00 hrs**, (date of receipt) to:

Covestro AG

c/o Computershare Operations Center
80249 Munich

Fax: +49 89 30903-74675

Email: Covestro-HV2020@computershare.de

Proxies nominated by the company can only exercise voting rights for you that have instructions. Proxies nominated by the company will not implement any orders beyond these.

Absentee voting and proxies via the internet (InvestorPortal)

You can also comfortably use the above-mentioned options by accessing the InvestorPortal at: <https://www.covestro.com/de/investors/financial-calendar/annual-general-meeting>.

In particular, the corresponding functions for (electronic) absentee voting and the proxies/instructions to company-nominated proxies are also available there during the Annual General Meeting until the start of voting.

Data Protection

Information on the processing of personal data and on your rights under the European Union's General Data Protection Regulation (GDPR) can be found on the company's website at <https://www.covestro.com/en/investors/financial-calendar/annual-general-meeting>.