



**Proxy form**

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

**Person granting proxy**

\_\_\_\_\_  
Last name or company\*

\_\_\_\_\_  
First name\*

\_\_\_\_\_  
Post code / city\*

\_\_\_\_\_  
Number of shares\*

Admission card no.\*

Internet-Code

\*Required fields (To find the information, please consult the admission card to the Annual General Meeting that was sent to you after proper preregistration)

**Proxies/Instructions to the proxies designated by the company**

I/We hereby authorize Mrs. RA'in Ina Moritz, Leverkusen, and Mr. RA Dr. Martin Breloer, Leverkusen, (company-designated proxies) under disclosure of my/our names, each individually, to represent me/us, including the right to delegate this proxy authority, at the Annual General Meeting of Covestro AG on April 12, 2019 and exercise my/our voting rights as follows.

Proxies/Instructions are revoked by personal participation in the Annual General Meeting by the party who issued the proxy or their representative.

**Proposed resolutions according to Federal Gazette**

**YES**

**NO**

2. Resolution on the use of the distributable profit .....

3. Ratification of the actions of the members of the Board of Management .....

4. Ratification of the actions of the members of the Supervisory Board .....

5. Election of the auditor for the audit of the annual financial statements and for the review of the interim financial statements .....

6. Resolution on the amendment of Section 14 of the Articles of Incorporation (Convening the Annual General Meeting) .....

7. Resolution on rescinding an existing and issuing a new authorization to acquire and use own shares (also using derivatives) .....

\_\_\_\_\_  
Date, signature(s) or name of person granting proxy (readable)

**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 revokes any proxies issued by other means and encompasses exercising of all Annual General Meeting related rights, including the right to delegate the proxy authority. The proxy is revoked by personal participation in the Annual General Meeting by the party who issued the proxy.

\_\_\_\_\_  
Date, signature(s) or name of person granting proxy (readable)

## Instructions

### Registration for the Annual General Meeting

You can only participate in the Annual General Meeting and exercise your voting rights if you have properly registered and submit a verification of your share ownership referring to the beginning of the 21st day prior to the Annual General Meeting (record date), i.e. March 22, 2019 (00:00 hrs).

The registration and verification of share ownership must be received **by no later than April 5, 2019 (24:00 hrs)** at the following address:

#### Covestro AG

c/o Computershare Operations Center

80249 Munich

Germany

Fax: +49 89 30903-74675

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The registration will be processed by your custodian bank, if applicable. The receipt of your registration documents at your custodian bank is not considered proper 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

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 the proxies designated by the company or the participation and voting rights cannot be exercised by a third-party proxy.

### Relation to other forms

You can also use the forms printed on the admission card to issue proxies. The admission card is sent to you after proper registration. If you use this form, the belonging to your registration is ensured.

### Information about this form

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

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

### Personal participation in the Annual General Meeting or representation by a third party

With the admission card sent to you after proper registration, you or a party authorized by you can personally participate in the Annual General Meeting. If you would like to authorize a third party, you can use this form or the proxy form printed on the upper third of the admission card (on the back) for this purpose. Please provide the admission card with this completed proxy form or the admission card with the completed proxy form to your representative. You can also hand over the admission card to your representative and convey the proxy or verification of it to the address stated below. Please clearly instruct your representative accordingly.

### Proxies/Instructions to voting representatives of the company

If you are not personally participating in the Annual General Meeting and you are not authorizing a third party, you can have your voting rights exercised by proxies designated by the company by using this form. You can also use the form printed on the admission card for this purpose.

Please issue an 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 instructions apply respectively to the separate votes.

We ask that you submit proxies/instructions to proxies designated by the company and any amendments or revocations at the latest **by no later than April 11, 2019 (18:00 hrs)** to:

#### Covestro AG

c/o Computershare Operations Center

80249 Munich

Germany

Fax: +49 89 30903-74675

Email: [Covestro-HV2019@computershare.de](mailto:Covestro-HV2019@computershare.de)

If conflicting declarations are received via different channels and it is not possible to discern which was issued most recently, these will apply in the following order of priority: 1. per internet, 2. by e-mail, 3. by fax and 4. in paper form.

Proxies designated by the company can only exercise voting rights for you that have instructions. Proxies designated by the company will not implement any orders beyond these. If you wish your participation rights to be exercised in a manner beyond the scope described, you must participate in the Annual General Meeting yourself or authorize a third party as your proxy.

On leaving the Annual General Meeting and prior to the occurrence of the vote you may issue new proxies/instructions.

Even after issuing proxies/instructions, you have the right to personally participate in the Annual General Meeting. The personal participation by you or your representative at the Annual General Meeting is considered to be a revocation of any proxies/instructions.

Proposals and voting recommendations by shareholders (counter-motions) that must be made available can be found in the internet under:

<https://investor.covestro.com/en/events/annual-general-meeting>

A counter-motion that is directed exclusively at rejecting a proposed resolution can be supported by voting against the proposal by the administration. It is not possible for proxies designated by the company to vote on further motions raised, such as counter-motions diverging in substance from the resolution proposals or motions regarding the proceedings, via proxies/instructions.

### Proxies via the internet

A form to issue proxy authorization and instructions is also available in the internet at:

<https://investor.covestro.com/en/events/annual-general-meeting>

Please note that the last declaration made via the online system will always be overriding any other declarations irrespective of date of receipt of said other declarations.

### 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://investor.covestro.com/en/events/annual-general-meeting>.