

1st Supplement, dated May 11, 2022, to the Base Prospectus dated March 18, 2022

This document constitutes a supplement (the "**Supplement**") for the purposes of Art. 8(10) and Art. 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, (the "**Prospectus Regulation**") to the base prospectus of Covestro AG dated March 18, 2022, (the "**Base Prospectus**") relating to issues of non-equity securities ("**Non-Equity Securities**") within the meaning of Art. 2(c) of the Prospectus Regulation by Covestro AG.



COVESTRO AG

(incorporated as a stock corporation (Aktiengesellschaft) in the Federal Republic of Germany)

EUR 5,000,000,000 Debt Issuance Programme

The Commission de Surveillance du Secteur Financier (the "**CSSF**") of the Grand Duchy of Luxembourg in its capacity as competent authority under the Prospectus Regulation has approved this Supplement as a supplement within the meaning of Art. 23(1) of the Prospectus Regulation. By approving this Supplement, CSSF gives no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer.

This Supplement together with the Base Prospectus and the documents incorporated by reference are also available for viewing at www.bourse.lu.

The purpose of this Supplement is to supplement the Base Prospectus with information from the unaudited consolidated interim financial information of the Issuer as of and for the three-month period ended March 31, 2022, and to amend other disclosure on the Issuer.

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Covestro AG ("**Covestro AG**" or the "**Issuer**", together with its consolidated subsidiaries, the "**Group**") with its registered office in Leverkusen, Germany accepts responsibility for the information given in this Supplement.

The Issuer hereby declares that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible is in accordance with the facts and that this Supplement makes no omission likely to affect its import.

The Arranger and the Dealers have not separately verified the information contained in this Supplement. Neither the Arranger nor any of the Dealers makes any representation, expressly or implied, or accepts any responsibility, with respect to the accuracy or completeness of any information contained in this Supplement. Neither this Supplement nor any other financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Arranger or the Dealers that any recipient of this Supplement or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Supplement and its purchase of Notes should be based upon such investigation as it deems necessary. None of the Arranger or the Dealers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers or the Arranger.

To the extent that there is any inconsistency between any statement included in this Supplement and any statement included or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed on pages 2-16 of this Supplement, there has been no other significant new factor, material mistake or inaccuracy since the publication of the Base Prospectus.

1. Risk Factors – Risk Factors relating to the Issuer and the Group

On page 10 et seq. of the Base Prospectus, in the sub-section "*Market Risks*" within the section "*Risk Factors relating to the Issuer and the Group*" the fourth paragraph of the risk factor "*Fluctuations in the prices of raw materials or energy and any disruptions in the supply or logistic chain could have a material adverse effect on the Group's business, financial condition and results of operations.*" shall be replaced by the following:

"In addition, the Group's business is subject to risks from international conflicts, such as the Russia-Ukraine war, and other geopolitical tensions and uncertainties. In particular the recent military intervention of Russia in Ukraine and the related rapidly evolving and increasingly severe economic sanctions and export controls imposed on Russia and certain Russian companies and individuals, as well as related countermeasures adopted by the governments of Russia or other jurisdictions, have severely restricted the level of economic activity in those countries, increased volatility and uncertainty in the global financial markets and adversely affected the operations of the Group's customers, who either have their production facilities or significant business activities in the affected region. In addition, the economic sanctions and export controls have exacerbated the rising inflation trend, had further increased energy and raw material prices and negatively impacted global supply chains. Further intensifications of these developments are expected."

2. Risk Factors – Risk Factors relating to the Issuer and the Group

On page 24 of the Base Prospectus, in the sub-section "*Other Risks*" within the section "*Risk Factors relating to the Issuer and the Group*" the content of the risk factor "*The Group's reputation is one of its key assets and if it is harmed, the Group's business and results of operations may suffer.*" shall be replaced by the following:

"The Group's reputation is one of its key assets and if it is harmed, the Group's business and results of operations may suffer.

The Group is exposed to the risk of negative publicity, press speculation and potential or actual legal proceedings concerning its business, which may harm its reputation. The development of a negative social perception for the chemical industry in general or the processes or products of the Group in particular could also have a negative impact on the reputation of the Group. The incorrect use and handling of the Group's products by third parties can also harm the Group's reputation. For example, the Group's supplier code of conduct sets forth its sustainability principles and explains what the Group expects from its partners along the value chain. The code is derived from the principles of the UN Global Compact and the Group's corporate commitment on human rights, and requires that the Group's suppliers comply with environmental regulations as well as occupational health and safety rules, respect human rights and therefore, for example, avoid child labor in any form. The Group's cross-departmental Human Rights Task Force, which was established in the year 2020, is responsible for fully integrating human rights requirements into the Group's activities. The overarching management approach is based on the UN's Guiding Principles on Business and Human Rights, the core elements of the German Act on Corporate Due Diligence Obligations for the Prevention of Human Rights Violations in Supply Chains (*Lieferkettensorgfaltspflichtengesetz*), which will enter into force in 2023, and the French law on human rights due diligence. Violations of the supplier code of conduct may harm the Group's reputation. In addition, concerns about product safety and environmental protection could influence public perceptions regarding the Group's products and operations, the viability of certain products, its reputation, and the ability to attract and retain employees. Any significant damage to the Group's reputation could cause existing customers to terminate their relationship with the Group or prevent it from winning new contracts. Such general concerns may also lead to the increased scrutiny of authorities and more restrictive legislation.

Any of these negative effects could materially adversely affect the Group's business, financial condition, results of operations and prospects."

3. Description of the Issuer and the Group – Shareholder Structure

On page 104 et seq. of the Base Prospectus, in the section "*Shareholder Structure*" the content shall be replaced by the following:

"Shareholder Structure

Covestro AG's share capital as of the date of this Base Prospectus amounts to EUR 193,200,000 divided into 193,200,000 ordinary registered shares with no-par value (*Stückaktien*). The share capital of Covestro AG is fully paid up.

On February 28, 2022, Covestro AG's Board of Management resolved to initiate a share buyback program in view of the company's successful business performance. The total volume of the program is approximately EUR 500 million (not including ancillary transaction costs), and it is expected to be completed within two years. The repurchased shares will then be retired and the capital stock reduced accordingly. The buyback of a first tranche of 1,605,790 shares was concluded in April 6, 2022. On May 10, 2022, the Issuer announced that the buyback of a second tranche will be carried out between May 10, 2022 and July 6, 2022.

On the basis of the notifications received by Covestro AG as of the date of this Base Prospectus in accordance with the German Securities Trading Act (*Wertpapierhandelsgesetz - WpHG*) and pursuant to information provided by the respective shareholders, the following shareholders directly or indirectly hold more than 3 per cent. of Covestro AG's ordinary shares. The percentage values shown in the table below are based on the amount of voting rights last notified to Covestro AG with regard to the stated reference date by the respective shareholder pursuant to Sections 33 et seqq. WpHG in relation to Covestro AG's share capital as of the date of this Base Prospectus. It should be noted that the number of voting rights last notified could have changed since such notifications were submitted to Covestro AG without requiring the relevant shareholder to submit a corresponding voting rights notification if no notifiable thresholds have been reached or crossed:

<u>Shareholder</u>	<u>Actual (direct or indirect) ownership of Covestro AG Share of voting rights</u>
BlackRock Inc.	11,908,836 voting rights (6.16%)
UBS Group AG	6,442,278 voting rights (3.33%)
T. Rowe Price Group, Inc.	5,969,379 voting rights (3.09%)
Total	24,320,493 voting rights (12.59%)

"

4. Description of the Issuer and the Group – Selected Consolidated Financial Information

On page 106 et seqq. of the Base Prospectus, in the section "*Selected Consolidated Financial Information*" the content shall be replaced by the following content:

"Selected Consolidated Financial Information

The following selected historical financial information for the Group is based on the audited consolidated financial statements of Covestro AG as of and for the financial years ended December 31, 2021, and December 31, 2020, and on the unaudited consolidated interim financial information of Covestro AG as of and for the three-month period ended March 31, 2022.

Consolidated Income Statement

	For the three-month period ended March 31,		Financial year ended December 31,	
	2022	2021	2021	2020
<i>(amounts in EUR million, earnings per share in EUR)</i>	<i>(unaudited)</i>		<i>(audited)</i>	
Sales	4,683	3,307	15,903	10,706
Gross profit	1,186	1,046	4,428	2,499
EBIT ⁽¹⁾	589	556	2,262	696
Financial result	(28)	(29)	(77)	(91)
Income before income taxes	561	527	2,185	605
Income after income taxes	417	395	1,619	454
<i>Basic earnings per share</i>	<i>2.15⁽²⁾</i>	<i>2.03⁽³⁾</i>	<i>8.37⁽⁴⁾</i>	<i>2.48⁽⁵⁾</i>
<i>Diluted earnings per share</i>	<i>2.15⁽²⁾</i>	<i>2.03⁽³⁾</i>	<i>8.37⁽⁴⁾</i>	<i>2.48⁽⁵⁾</i>

(1) EBIT: Income after income taxes plus financial result and income tax expense.

(2) Weighted average number of outstanding no-par voting shares of Covestro AG in issue: 193,143,311.

(3) Weighted average number of outstanding no-par voting shares of Covestro AG in issue: 193,160,544.

(4) Weighted average number of outstanding no-par voting shares of Covestro AG in issue: 193,165,396.

(5) Weighted average number of outstanding no-par voting shares of Covestro AG in issue: 184,912,207.

Consolidated Statement of Financial Position

	As of March 31,	As of December 31,	
	2022	2021	2020
<i>(amounts in EUR million)</i>	<i>(unaudited)</i>	<i>(audited)</i>	
Noncurrent assets	8,541	8,610	6,734
Current assets	7,575	6,961	6,190
Total assets	16,116	15,571	12,924
Equity	8,499	7,762	5,644
Equity attributable to Covestro AG shareholders	8,444	7,696	5,607
Noncurrent liabilities	3,823	4,203	4,916
Current liabilities	3,794	3,606	2,364
Total equity and liabilities	16,116	15,571	12,924

5. Description of the Issuer and the Group – Internal Functions

On page 108 of the Base Prospectus, in the sub-section "*Procurement*" within the section "*Internal functions*" the content shall be replaced by the following content:

"Procurement

Purchasing at Covestro Group is handled by the corporate Group Procurement function. Group Procurement works with the business entities and hubs of the corporate Supply Chain & Logistics function to ensure the timely global supply of goods and services to all divisions of the company under the best possible conditions. Furthermore, Group Procurement is responsible for ensuring that Covestro Group's ethical and environmental principles are upheld throughout the entire procurement process.

The most important raw materials for the Groups' products are petrochemical substances such as phenol, benzene, propylene/propylene oxide, toluene, acetone and hexamethylenediamine ("**HDA**"). Moreover, the operation of the Groups production facilities requires large amounts of energy, which is primarily procured from external sources and in the form of electricity and steam. The Group endeavors to procure raw materials essential for operations which are difficult for Covestro Group to obtain from external supply sources from within the Group or through joint ventures. Two examples include the in-house production of a portion of the chlorine used by the Group and the procurement of propylene oxide through a joint venture. Operations, logistics, and investment projects require technical goods and services in addition to raw materials and energy. These activities are consolidated by the corporate Group Procurement and Supply Chain & Logistics functions to generate a contribution in line with the Group's strategy."

6. Description of the Issuer and the Group – Management and Supervisory Bodies of Covestro AG

On page 116 et seqq. of the Base Prospectus, in the sub-section "*Management Board*" within the section "*Management and Supervisory Bodies of Covestro AG*" the content shall be replaced by the following content:

"Management Board

The Supervisory Board determines the number of Management Board members which must consist of at least two persons according to the articles of association. The Supervisory Board may appoint one Management Board member as chair and another member as deputy chair. Currently, the Management Board of Covestro AG consists of four members with Dr. Markus Steilemann appointed as chair.

The following table lists the members of the Management Board and their respective responsibilities.

Name	Area of Responsibility	Principal Outside Board Memberships
Dr. Markus Steilemann (Chair)	Chief Executive Officer <ul style="list-style-type: none"> • Communications • Corporate Audit • Human Resources • Strategy • Sustainability & Public Affairs • Group Innovation 	<ul style="list-style-type: none"> • Member of the Steering Board and President of PlasticsEurope • Vice-President of German Chemical Industry Association (<i>Verband der Chemischen Industrie, VCI</i>) • Member of the Steering Committee of the CAT Catalytic Center Aachen • Member of the Steering Committee Covestro-Tongji Innovation Academy, Beijing • Member of the Board of the Association for the Promotion of Science and Humanities in Germany (<i>Stifterverband</i>) • Director of the Board of Sumika Covestro Urethane • Member of the Executive Committee of the Board of The European Chemical Industry Council (CEFIC) • Member of the Board of Directors of the International Council of Chemical Associations (ICCA) • Member of the Board of the Alliance to End Plastics Waste (AEPW) • Member of the Executive Committee of the World Plastics Council (WPC) • Member of the Board of Trustees of the Aachen Engineers' Award • World Economic Forum (WEF): Chair of the Chemical Industry Governors Community • Member of "Initiative Ruhr" (<i>Initiativkreis Ruhr</i>) • Member of the Board of the Circular Economy Initiative of the German Industry Association (<i>Bundesverband der Deutschen Industrie, BDI</i>) • Member of the Supervisory Board Fuchs Petrolub SE (since May 2022)
Sucheta Govil	Chief Commercial Officer <ul style="list-style-type: none"> • Performance Materials • Tailored Urethanes • Coatings & Adhesives • Engineering Plastics • Specialty Films • Elastomers • Thermoplastic Polyurethanes • Supply Chain & Logistics EMLA, NA, APAC	<ul style="list-style-type: none"> • Independent Non-Executive Director of Eurocell plc, United Kingdom

Name	Area of Responsibility	Principal Outside Board Memberships
Dr. Thomas Toepfer	Chief Financial Officer <ul style="list-style-type: none"> • Accounting • Controlling • Finance & Insurance • Investor Relations • Information Technology & Digitization • Portfolio Development • Taxes • Law, Intellectual Property & Compliance • Labour Director Germany (<i>Arbeitsdirektor</i>) 	<ul style="list-style-type: none"> • Member of the General Partners' Committee of CLAAS KGaA mbH (since September 2021) • Member of the Supervisory Board of CLAAS KGaA mbH (since February 2022) • Member of the Board of Deutsches Aktieninstitut • Member of the Extended Board of Chemie Rheinland • Member of the Advisory Board of the Institute of Management Accounting and Control of WHU – Otto Beisheim School of Management
Dr. Klaus Schäfer	Chief Technology Officer <ul style="list-style-type: none"> • Engineering • Process Technology • Group Health, Safety and Environment • Group Procurement 	<ul style="list-style-type: none"> • Member of the Presidium of Weltenergieerat-Deutschland e.V. • Member of Committees in the German Chemical Industry Association (<i>Verband der Chemischen Industrie, VCI</i>) and the European Chemical Industry Council (CEPIC) • Deputy Chairman of the Board of VCI NRW • Member of the Board of VIK (<i>Verband der Industriellen Energie- und Kraftwirtschaft e.V.</i>) • Chairman of the Board of DECHEMA, • Member of the Supervisory Board of TÜV Rheinland AG • Member of German National Hydrogen Council • Member of the Advisory Board of Energy and Climate Policy and Innovation Council e.V. (EPICO) • Member of the Board of Trustees of the Max Planck Institute for Chemical Energy Conversion

Intellectual Property Management is part of the execution of the Covestro innovation strategy for which Markus Steilemann has responsibility and is supported by the Corporate Function Law, Intellectual Property and Compliance which falls under the responsibility of the Chief Financial Officer.

The members of the Management Board may be contacted at the business address of Covestro AG."

7. Description of the Issuer and the Group – Management and Supervisory Bodies of Covestro AG

On page 118 et seqq. of the Base Prospectus, in the sub-section "*Supervisory Board*" within the section "*Management and Supervisory Bodies of Covestro AG*" the content shall be replaced by the following content:

"*Supervisory Board*"

The Supervisory Board consists of 12 members (six shareholder representatives and six employee representatives). The shareholder representatives are elected by the shareholders at the general shareholders' meeting.

The Supervisory Board has formed the following committees from among its members:

Presidial Committee	Nomination Committee	Audit Committee	Human Resources Committee	Sustainability Committee
Dr. Richard Pott (Chair)	Dr. Richard Pott (Chair)	Dr. Sven Schneider	Dr. Richard Pott (Chair)	Lise Kingo (Chair)

Petra Kronen	Regine Stachelhaus	Dr. Christine Bortenlänger	Petra Kronen	Dr. Christoph Gürtler
Petra Reinbold-Knape	Patrick Thomas	Petra Kronen	Dr. Christoph Gürtler	Marc Stothfang
Regine Stachelhaus		Irena Küstner	Regine Stachelhaus	Patrick Thomas
		Petra Reinbold-Knape		
		Patrick Thomas		

Presidial Committee

The Presidial Committee comprises the Chair and Vice Chair of the Supervisory Board along with a further shareholder representative and a further employee representative. The Presidial Committee serves primarily as the mediation committee pursuant to the German Codetermination Act. It has the task of submitting proposals to the Supervisory Board on the appointment of members of the Management Board if the necessary two-thirds majority is not achieved in the first vote at a plenary meeting. Certain decision-making powers in connection with capital measures, including the power to amend the articles of incorporation, have also been delegated to this committee.

Nomination Committee

The Nominations Committee carries out preparatory work when an election of shareholder representatives to the Supervisory Board is to be held. It suggests suitable candidates for the Supervisory Board to propose to the Annual General Meeting for election. The Nominations Committee is composed of three members, namely the Chairperson of the Supervisory Board as committee chairperson, the other shareholders' representative in the Presidial Committee of the Supervisory Board and an elected further shareholders' representative.

Audit Committee

The Audit Committee comprises three shareholder representatives and three employee representatives. The Audit Committee meets regularly four times a year. It monitors the accounting process and is responsible for examining the financial statements, consolidated financial statements and management reports and for discussing the quarterly and half-yearly reporting with the Management Board. On the basis of the auditor's report, the Audit Committee develops proposals for resolutions by the Supervisory Board relating to the confirmation of the financial statements, the approval of the consolidated financial statements and the use of the distributable profit. The Audit Committee is also responsible for the company's relationship with the external auditor. It submits a proposal to the full Supervisory Board concerning the auditor's appointment and is authorized to award the audit contract to the audit firm appointed on behalf of the Supervisory Board and to agree the auditor's remuneration. It also suggests areas of focus for the audit and monitors the quality of the audit as well as the independence and qualifications of the auditor. In addition, the Audit Committee monitors the effectiveness of the internal control system, the risk management system, the internal audit system and the compliance function.

Human Resources Committee

On this committee, too, there is parity of representation between shareholders and employees. It consists of the Chair of the Supervisory Board and three other members. The Human Resources Committee prepares the personnel decisions of the full Supervisory Board, which resolves on appointments or dismissals of members of the Management Board. The Human Resources Committee resolves on behalf of the Supervisory Board on the service contracts of the members of the Management Board. However, it is the task of the full Supervisory Board, based on the recommendations submitted by the Human Resources Committee, to resolve on the total compensation of the individual members of the Management Board and the respective compensation components, as well as to regularly review the compensation system. The Human Resources Committee also discusses the long-term succession planning for the Management Board.

Sustainability Committee

The Sustainability Committee was newly established in August 2021. It is comprised of four members with an equal number of shareholder and employee representatives. The Sustainability Committee advises the Supervisory Board, some committees as well as the Management Board in particular on issues of sustainable corporate governance and the activities of the company in the areas of environment, social and good corporate governance (environment, social, governance; ESG). It accompanies and monitors respective strategies,

objectives and initiatives of the Management Board, including the environmental, social, ethical and circular-economy-related aspects of corporate activity along the entire value chain and makes recommendations in this regard. The Sustainability Committee supports the Audit Committee in the preliminary review of sustainability-related statements as part of the audit of the non-financial (Group) statement or the separate non-financial (Group) report. It also advises the Human Resources Committee in preparing the setting of ESG targets for the remuneration of the Management Board.

The current members of the Supervisory Board of Covestro AG, their principal occupations and their principal board memberships outside the Group, respectively, are as follows:

Name/Function	Membership in the Supervisory Board	Position	Memberships on other supervisory boards and memberships in comparable supervising bodies of German or foreign corporations
Dr. Richard Pott (Chair)	Member of the Supervisory Board since August 2015	<ul style="list-style-type: none"> Member of various supervisory boards 	<ul style="list-style-type: none"> Chair of the Supervisory Board of Covestro Deutschland AG Member of the Supervisory Board of Freudenberg SE Member of the Supervisory Board of SCHOTT AG
Petra Kronen (Vice Chair)	Member of the Supervisory Board since October 2015	<ul style="list-style-type: none"> Chair of the General Works Council of Covestro Vice Chair of Covestro-European Forum Employee of Covestro Deutschland AG 	<ul style="list-style-type: none"> Vice Chair of the Supervisory Board of Covestro Deutschland AG Member of the Supervisory Board of Bayer Beistandskasse VVaG
Dr. Christine Bortenlänger	Member of the Supervisory Board since October 2015	<ul style="list-style-type: none"> Executive Member of the Board of Deutsches Aktieninstitut e.V. 	<ul style="list-style-type: none"> Member of the Supervisory Board of Covestro Deutschland AG Member of the Supervisory Board of MTU Aero Engines AG Member of the Supervisory Board of Siemens Energy AG Member of the Supervisory Board of Siemens Energy Management GmbH Member of the Supervisory Board of TÜV SÜD AG
Dr. Christoph Gürtler	Member of the Supervisory Board since April 2022	<ul style="list-style-type: none"> Chair of the Managerial Employees' Committee of Covestro Deutschland AG Manager of Covestro Deutschland AG 	<ul style="list-style-type: none"> Member of the Supervisory Board of Covestro Deutschland AG
Lise Kingo	Member of the Supervisory Board since April 2021	<ul style="list-style-type: none"> Member of various supervisory boards, governing bodies and committees 	<ul style="list-style-type: none"> Member of the Supervisory Board of Covestro Deutschland AG (since April 2021) Independent Board Director Aker Horizons ASA, Norway (since April 2021) Independent Board Director Sanofi SA, France

Name/Function	Membership in the Supervisory Board	Position	Memberships on other supervisory boards and memberships in comparable supervising bodies of German or foreign corporations
Irena Küstner	Member of the Supervisory Board since October 2015	<ul style="list-style-type: none"> • Chair of the Works Council of Covestro at the Leverkusen site • Chair of the Group Works Council of Covestro • Vice Chair of the General Works Council of Covestro • Employee of Covestro Deutschland AG 	<ul style="list-style-type: none"> • Member of the Supervisory Board of Covestro Deutschland AG
Frank Löllgen	Member of the Supervisory Board since April 2022	<ul style="list-style-type: none"> • North Rhine District Secretary of the German Mining, Chemical and Energy Industrial Union (IG BCE) 	<ul style="list-style-type: none"> • Member of the Supervisory Board of Covestro Deutschland AG • Member of the Supervisory Board of Bayer AG • Member of the Supervisory Board of Evonik Industries AG
Petra Reinbold-Knape	Member of the Supervisory Board since January 2020	<ul style="list-style-type: none"> • Secretary for the German Mining, Chemical and Energy Industrial Union (IG BCE) (since November 2021) • Chair of the Board of August-Schmidt-Stiftung (since November 2021) 	<ul style="list-style-type: none"> • Member of the Supervisory Board of Covestro Deutschland AG
Dr. Sven Schneider	Member of the Supervisory Board since April 2022	<ul style="list-style-type: none"> • CFO of Infineon Technologies AG 	<ul style="list-style-type: none"> • Member of the Supervisory Board of Covestro Deutschland AG • Member of the Supervisory Board of Infineon Technologies Austria AG, Austria • Member of the Board of Directors of Infineon Technologies China Co., Ltd., China • Member of the Board of Directors of Infineon Technologies Asia Pacific Pte., Ltd., Singapore • Member of the Board of Directors of Infineon Technologies Americas Corp., USA
Regine Stachelhaus	Member of the Supervisory Board since October 2015	<ul style="list-style-type: none"> • Member of various supervisory boards 	<ul style="list-style-type: none"> • Member of the Supervisory Board of Covestro Deutschland AG • Member of the Supervisory Board of CECONOMY AG • Member of the Supervisory Board of Leoni AG • Member of the Supervisory Board of SPIE Deutschland und Zentraleuropa GmbH • Director of SPIE SA, France

Name/Function	Membership in the Supervisory Board	Position	Memberships on other supervisory boards and memberships in comparable supervising bodies of German or foreign corporations
Marc Stothfang	Member of the Supervisory Board since February 2017	<ul style="list-style-type: none"> • Chair of the Works Council of Covestro at the Brunsbüttel site • Chair of Covestro-European Forum • Employee of Covestro Deutschland AG 	None
Patrick Thomas	Member of the Supervisory Board since July 2020	<ul style="list-style-type: none"> • Member of various supervisory boards 	<ul style="list-style-type: none"> • Member of the Supervisory Board of Covestro Deutschland AG • Non-Executive Director (Chair) of Johnson Matthey plc, United Kingdom • Non-Executive Director of Akzo Nobel N.V., Netherlands

The members of the Supervisory Board may be contacted at the business address of Covestro AG."

8. Description of the Issuer and the Group – Recent Events

On page 121 et seq. of the Base Prospectus, in the section "*Recent Events*" the content shall be replaced by the following:

"Recent Events

Share Buyback Program

On 28 February 2022, Covestro AG's Board of Management resolved to initiate a share buyback program in view of the company's successful business performance. The total volume of the program is approximately EUR 500 million (not including ancillary transaction costs), and it is expected to be completed within two years. The repurchased shares will then be retired and the capital stock reduced accordingly.

New Climate Targets

In the course of Covestro's efforts to make plastics production fully circular, the company communicated new climate targets on March 1, 2022. The Group is striving to become climate neutral and to reach net-zero greenhouse gas (GHG) emissions¹ by the year 2035. Covestro plans to reduce direct GHG emissions from its own production activities (Scope 1) and indirect GHG emissions from external energy sources (Scope 2) by 60% to 2.2 million metric tons of CO₂ equivalents by the year 2030. In the long term, Covestro's goal is to use up to 100% renewable energy such as wind and solar power as well as alternative raw materials such as biomass, waste, CO₂ and hydrogen in its production processes. A target for the long-term reduction of indirect GHG emissions from upstream and downstream processes in the value chain (Scope 3) will follow in the year 2023.

Working Capital Facilities

In April and May the Issuer has drawn down parts of its uncommitted working capital facilities in a total volume of EUR 550 million with terms between two and six months to cover seasonal cash swings.

Besides the above, there were no recent events particular to the Issuer which are to a material extent relevant to the evaluation of its solvency."

¹ Achievement of net zero greenhouse gas emissions is defined as a balance between anthropogenic emissions (those caused by the company's own production activities and by external energy sources) and anthropogenic reduction of greenhouse gases.

9. Description of the Issuer and the Group – Significant Changes

On page 122 of the Base Prospectus, in the section "*Significant Changes*" the content shall be replaced by the following:

"Significant Changes

There have been no significant changes with regard to the financial position or the financial performance of the Group since March 31, 2022."

10. Description of the Issuer and the Group – Consolidated Financial Information

On pages 122 et seqq. of the Base Prospectus, in the section "*Consolidated Financial Information*" the content up to and excluding the sub-section "*Alternative Performance Measures, Core Volume Growth and Green House Gas Emissions*" shall be replaced by the following content:

"Consolidated Financial Information

The following historical financial information for the Group is based on the audited consolidated financial statements of Covestro AG as of and for the financial years ended December 31, 2021, and December 31, 2020, and on the unaudited consolidated interim financial information of Covestro AG as of and for the three-month period ended March 31, 2022, which are all incorporated by reference in this Base Prospectus and should be read together with them. The consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("**IFRS**") as adopted in the European Union. The full year consolidated financial statements of the Group were audited by KPMG and issued with an unqualified auditor's report.

Consolidated Income Statement

	For the three-month period ended March 31,		Financial year ended December 31,	
	2022	2021	2021	2020
<i>(amounts in EUR million, earnings per share in EUR)</i>	<i>(unaudited)</i>		<i>(audited)</i>	
Sales	4,683	3,307	15,903	10,706
Cost of goods sold	(3,497)	(2,261)	(11,475)	(8,207)
Gross profit	1,186	1,046	4,428	2,499
Selling expenses	(388)	(313)	(1,428)	(1,195)
Research and development expenses	(94)	(73)	(341)	(262)
General administration expenses	(93)	(98)	(415)	(310)
Other operating income	18	12	99	63
Other operating expenses	(40)	(18)	(81)	(99)
EBIT⁽¹⁾	589	556	2,262	696
Equity-method loss	(4)	(3)	(15)	(13)
Result from other affiliated companies	-	1	2	1
Interest income	15	6	38	26
Interest expense	(23)	(19)	(79)	(73)
Other financial result	(16)	(14)	(23)	(32)
Financial result	(28)	(29)	(77)	(91)
Income before income taxes	561	527	2,185	605
Income taxes	(144)	(132)	(566)	(151)
Income after income taxes	417	395	1,619	454
of which attributable to noncontrolling interest	1	2	3	(5)
of which attributable to Covestro AG shareholders (net income)	416	393	1,616	459
<i>Basic earnings per share</i>	<i>2.15⁽²⁾</i>	<i>2.03⁽³⁾</i>	<i>8.37⁽⁴⁾</i>	<i>2.48⁽⁵⁾</i>

	For the three-month period ended March 31,		Financial year ended December 31,	
	2022	2021	2021	2020
<i>(amounts in EUR million, earnings per share in EUR)</i>	<i>(unaudited)</i>		<i>(audited)</i>	
<i>Diluted earnings per share</i>	2.15 ⁽²⁾	2.03 ⁽³⁾	8.37 ⁽⁴⁾	2.48 ⁽⁵⁾

(1) EBIT: Income after income taxes plus financial result and income taxes.

(2) Weighted average number of outstanding no-par voting shares of Covestro AG in issue: 193,143,311.

(3) Weighted average number of outstanding no-par voting shares of Covestro AG in issue: 193,160,544.

(4) Weighted average number of outstanding no-par voting shares of Covestro AG in issue: 193,165,396.

(5) Weighted average number of outstanding no-par voting shares of Covestro AG in issue: 184,912,207.

Consolidated Statement of Financial Position

	As of March 31,	As of December 31,	
	2022	2021	2020
<i>(amounts in EUR million)</i>	<i>(unaudited)</i>	<i>(audited)</i>	
Noncurrent assets	8,541	8,610	6,734
Goodwill	759	757	255
Other intangible assets	697	706	109
Property, plant and equipment	6,036	6,032	5,175
Investments accounted for using the equity method	174	172	173
Other financial assets	47	49	32
Other receivables	84	76	65
Deferred taxes	744	818	925
Current assets	7,575	6,961	6,190
Inventories	3,258	2,914	1,663
Trade accounts receivable	2,685	2,343	1,593
Other financial assets	469	493	1,144
Other receivables	412	434	295
Claims for income tax refunds	128	128	55
Cash and cash equivalents	623	649	1,404
Assets held for sale	-	-	36
Total assets	16,116	15,571	12,924
Equity	8,499	7,762	5,644
Capital stock of Covestro AG	192	193	193
Capital reserves of Covestro AG	3,880	3,927	3,925
Other reserves	4,372	3,576	1,489
Equity attributable to Covestro AG shareholders	8,444	7,696	5,607
Equity attributable to noncontrolling interest	55	66	37
Noncurrent liabilities	3,823	4,203	4,916
Provisions for pensions and other post-employment benefits	835	1,199	2,123
Other provisions	241	223	218
Financial liabilities	2,327	2,349	2,277
Income tax liabilities	98	98	88
Other liabilities	31	34	31
Deferred taxes	291	300	179
Current liabilities	3,794	3,606	2,364
Other provisions	713	637	155
Financial liabilities	226	192	622
Trade accounts payable	2,226	2,214	1,241
Income tax liabilities	329	239	74

	As of March 31, 2022	As of December 31,	
	(unaudited)	2021	2020
<i>(amounts in EUR million)</i>		<i>(audited)</i>	
Other liabilities	300	324	262
Liabilities directly related to assets held for sale	-	-	10
Total equity and liabilities	16,116	15,571	12,924

Consolidated Statement of Cash Flows

	For the three-month period ended March 31,		Financial year ended December 31,	
	2022	2021	2021	2020
<i>(amounts in EUR million)</i>	<i>(unaudited)</i>		<i>(audited)</i>	
Income after income taxes	417	395	1,619	454
Income taxes	144	132	566	151
Financial result	28	29	77	91
Income taxes paid	(98)	(50)	(546)	(155)
Depreciation, amortization, impairment losses and impairment loss reversals	217	187	823	776
Change in pension provisions	2	9	31	25
(Gains)/losses on retirements of noncurrent assets	-	-	(3)	8
Decrease/(increase) in inventories	(310)	(230)	(987)	160
Decrease/(increase) in trade accounts receivable	(312)	(255)	(462)	(106)
(Decrease)/increase in trade accounts payable	(5)	139	722	(154)
Changes in other working capital/other noncash items	74	72	353	(16)
Cash flows from operating activities	157	428	2,193	1,234
Cash outflows for additions to property, plant, equipment and intangible assets	(140)	(110)	(764)	(704)
Cash inflows from sales of property, plant, equipment and other assets	1	-	11	6
Cash inflows from divestments less divested cash	1	-	12	(3)
Cash outflows for noncurrent financial assets	(2)	-	(34)	(16)
Cash inflows from noncurrent financial assets	1	-	25	7
Cash outflows for acquisitions less acquired cash	-	-	(1,469)	-
Interest and dividends received	14	6	36	30
Cash inflows from/(outflows for) other current financial assets	46	431	188	(1,089)
Cash flows from investing activities	(79)	327	(1,995)	(1,769)
Capital contributions	-	-	-	444
Reissuance / Reacquisition of treasury shares	(48)	-	2	4
Dividend payments and withholding tax on dividends	-	-	(262)	(221)
Issuances of debt	14	1	51	1,775

	For the three-month period ended March 31,		Financial year ended December 31,	
	2022	2021	2021	2020
Retirements of debt	(38)	(35)	(675)	(719)
Interest paid	(29)	(20)	(81)	(79)
Cash outflows for the purchase of additional interests in subsidiaries	(4)	-	-	-
Cash flows from financing activities	(105)	(54)	(965)	1,204
Change in cash and cash equivalents due to business activities	(27)	701	(767)	669
Cash and cash equivalents at beginning of period	649	1,404	1,404	748
Change in cash and cash equivalents due to changes in scope of consolidation	-	0	-	1
Change in cash and cash equivalents due to exchange rate movements	1	1	12	(14)
Cash and cash equivalents at end of period	623	2,106	649	1,404

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11. Documents incorporated by reference

On page 137 of the Base Prospectus, the section "*Documents incorporated by reference*" shall be replaced by the following:

"DOCUMENTS INCORPORATED BY REFERENCE"

The pages specified below of the following documents, which have previously been published or are published simultaneously with this Base Prospectus and which have been filed with the CSSF, are incorporated by reference into this Base Prospectus:

- (i) Annual Report 2021 of the Group (the "**Annual Report 2021**"), comprising the English language translation of the respective German language audited consolidated financial statements of Covestro AG as of and for the year ended December 31, 2021, and the German language independent auditor's report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) in respect thereof;
- (ii) Annual Report 2020 of the Group (the "**Annual Report 2020**"), comprising the English language translation of the respective German language audited consolidated financial statements of Covestro AG as of and for the year ended December 31, 2020, and the German language independent auditor's report (*Bestätigungsvermerk des unabhängigen Abschlussprüfers*) in respect thereof;
- (iii) Unaudited Consolidated Interim Financial Information of Covestro AG as of and for the three-month period ended March 31, 2022, (the "**Interim Financial Information Q1 2022**");
- (iv) Extract from the base prospectus of Covestro AG relating to the EUR 5,000,000,000 debt issuance programme dated March 12, 2020 (the "**Base Prospectus 2020**"); and
- (v) Extract from the base prospectus of Covestro AG relating to the EUR 5,000,000,000 debt issuance programme dated February 26, 2016 (the "**Base Prospectus 2016**").

The non-incorporated parts of such documents, i.e. the pages not listed in the tables below, are either not relevant for the investor or covered elsewhere in the Base Prospectus.

(i) Extracted from: Covestro – Annual Report 2021

Consolidated Income Statement	page 207
Consolidated Statement of Comprehensive Income	page 208
Consolidated Statement of Financial Position	page 209
Consolidated Statement of Cash Flows	page 210
Consolidated Statement of Changes in Equity	page 211
Notes to the Consolidated Financial Statement	pages 212 - 288
Independent Auditor's Report	pages 291 - 300

(ii) Extracted from: Covestro– Annual Report 2020

Consolidated Income Statement	page 187
Consolidated Statement of Comprehensive Income	page 188
Consolidated Statement of Financial Position	page 189
Consolidated Statement of Cash Flows	page 190
Consolidated Statement of Changes in Equity	page 191
Notes to the Consolidated Financial Statement	pages 192 - 271
Independent Auditor's Report	pages 274 - 282

(iii) Extracted from: Covestro– Interim Financial Information Q1 2022

Consolidated Income Statement	page 12
Consolidated Statement of Comprehensive Income	page 13
Consolidated Statement of Financial Position	page 14

Consolidated Statement of Cash Flows	page 15
(iv) Extracted from: Base Prospectus 2020	
Terms and Conditions of the Notes	pages 27 - 85
(v) Extracted from: Base Prospectus 2016	
Terms and Conditions of the Notes	pages 65 - 118

All of these pages shall be deemed to be incorporated by reference into, and to form part of, this Base Prospectus.

Copies of documents incorporated by reference in this Base Prospectus may be obtained (without charge) from the registered office of the Issuer and the website of the Luxembourg Stock Exchange (www.bourse.lu).

Electronic versions of the documents incorporated by reference are also available on the website of the Issuer (<https://www.covestro.com>) and can be accessed by using the following hyperlinks:

1. Covestro – Annual Report 2021:

https://www.covestro.com/-/media/covestro/corporate/investors/financial-documents-and-presentations/financial-documents/en/2021/q4/covestro_annual_report_2021.pdf

2. Covestro – Annual Report 2020:

<https://report.covestro.com/annual-report-2020/servicepages/downloads/files/covestro-ar20-entire.pdf>

3. Covestro – Interim Financial Information Q1 2022:

<https://report.covestro.com/quarterly-statement-q1-2022/servicepages/downloads/files/entire-covestro-q1-22.pdf>

4. Covestro – Base Prospectus 2020:

<https://www.covestro.com/-/media/covestro/corporate/investors/debt/debt-issuance-program/documents/covestro-debt-issuance-program-base-prospectus-2020.pdf>

6. Covestro – Base Prospectus 2016:

<https://www.covestro.com/-/media/covestro/corporate/investors/debt/debt-issuance-program/documents/covestro-base-prospectus-2016.pdf>

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Registered Office of the Issuer

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