

**LANXESS Aktiengesellschaft  
Annual Stockholders' Meeting on 18 May 2011**

**Information regarding the requirements for participation in the Annual Stockholders' Meeting and execution of voting rights and proxy procedure**

**1. Requirements for participating in the Annual Stockholders' Meeting and for exercising voting rights**

Stockholders are entitled to attend the Annual Stockholders' Meeting and to exercise their voting rights provided that they have furnished proof of their stock ownership issued in text form by the depository institution and have registered with the Company in text form, in German or in English, no later than by Wednesday, 11 May 2011 (24:00 hours CEST). The proof of stock ownership must refer to the beginning of the 21<sup>st</sup> day prior to the Annual Stockholders' Meeting, i.e. Wednesday, 27 April 2011, 0:00 hours (CEST) (verification date), and must be drawn up in German or English. Both the proof of stock ownership and the registration must be received by the Company no later than Wednesday, 11 May 2011 (24:00 hours CEST) at the following address:

LANXESS Aktiengesellschaft,  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
P.O. Box 20 01 07  
60605 Frankfurt/Main  
E-mail: [WP.HV@Xchanging.com](mailto:WP.HV@Xchanging.com)  
Fax: + 49-(0)69 / 12012-86045

The verification date shall be authoritative for exercising the participation right and for the number of voting rights in the Annual Stockholders' Meeting. Only a person having furnished such special proof of stock ownership as of the verification date shall be a Stockholder for purposes of the Company and with regard to participating in the Annual Stockholders' Meeting and exercising the voting right. Changes in stock ownership after the verification date shall be

without relevance for the participation right and the number of voting rights. Persons who as of the verification date have not yet held any shares and have acquired their shares only after the verification date therefore shall not be entitled to attend or vote unless they are appointed as authorized representatives or proxy. Stockholders who have duly registered and furnished the special proof of stock ownership shall continue to be entitled to attend and to vote to the extent of the proven stock ownership even if they dispose of all or some of their shares after the verification date. The verification date shall be of no relevance for the right to dividends.

Upon receipt of the registration and proof of stock ownership, Stockholders entitled to attend shall be sent admission tickets to the Annual Stockholders' Meeting. We ask Stockholders to ensure in a timely manner their registration and proof of stock ownership provided by their depository institution so as to facilitate the organization of the Annual Stockholders' Meeting.

## **2. Proxy procedure**

### **Third-party authorization**

Stockholders may appoint an authorized representative, including a financial institution or a Stockholders' association, as proxy to exercise their voting rights. Issuing, revoking, or proving such proxy vis-à-vis the Company shall be made in text form, unless a financial institution or a Stockholders' association or any other similar institution or person under Section 135 Para. 8 and 10 AktG is to be authorized to exercise the voting right.

To nominate third parties as proxies, Stockholders may use the proxy section of their admission ticket that shall be mailed to them upon registration. A proxy form is also available on the Internet at *www.stockholdersmeeting.lanxess.com*.

It is also possible to authorize third parties electronically via the Internet. This as well requires an admission ticket. Stockholders may access the Internet-supported proxy system via the Company's website at *www.stockholdersmeeting.lanxess.com*. The electronic proxy must be transmitted timely in order to be taken into consideration; the same shall apply to any electronic revocation of proxy.

Proof of the appointment of an authorized representative may also be transmitted to the Company at the following e-mail address: [hv2011@lanxess.com](mailto:hv2011@lanxess.com).

If a bank or other similar institution or enterprise (Section 135 Para. 10, 125 Para. 5 AktG) or a Stockholders' association or a person as defined in Section 135 Para. 8 AktG is to be authorized; there is no text form requirement. However, in such case their proxy must be verifiable and complete, and may contain only statements related to exercising the voting right. Accordingly, if you intend to authorize a financial institution, a Stockholders' association or any other similar institution or person under Section 135 AktG, please coordinate the form of the proxy with those institutions or persons.

### **Company-nominated voting right proxies**

The Company again offers its Stockholders the opportunity to appoint Company-nominated proxies to exercise their voting rights. Such proxies must be given authorization and instructions on how to exercise their voting rights with regard to each relevant item on the agenda. Proxies are obligated to vote as instructed. In the absence of explicit or clear instructions, proxies shall abstain from voting on the respective item. Authorization, voting instruction, revocation of such proxy and proof of proxy shall be provided to the company in text form. Authorization of and voting instructions to Company-nominated voting right proxies may be issued only by using the authorization and instructions section on the admission ticket unless stipulated otherwise in what follows. Authorizations (including instructions) using the relevant authorization and voting instructions section on the admission ticket must have been received by the Company no later than Monday, 16 May 2011, 24:00 hours (CEST) (date received) at the following address:

LANXESS Aktiengesellschaft  
c/o Computershare HV-Services AG  
Prannerstr. 8  
80333 Munich

Fax: +49-(0)89 / 309037-4675

Company-nominated proxies may also be authorized and instructed via the Internet. Admission tickets are required to use the Internet-based authorization and instruction system. Stockholders may access the Internet-supported proxy system via the Company's website at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com). Authorizations and instructions issued on the Internet to the Company-nominated proxies must be completed by Tuesday, 17 May 2011, 18:00 hours (CEST), at the

latest; until that time, issued authorizations may be revoked or instructions changed on the Internet.

Stockholders attending the Annual Stockholders' Meeting in person may also authorize Company-nominated proxies to vote on their behalf by issuing the relevant authorizations and instruction at the exit. This option will be available to Stockholders, regardless of whether they subsequently leave the Annual Stockholders' Meeting or wish to continue to attend.

Even in case of the authorization of third parties or Company-nominated proxies, registration and proof of stock ownership are required in due time in accordance with the above provisions.