

STOCKHOLDERS'

MEETING

Invitation

We hereby give notice of our Annual Stockholders' Meeting to be held on Friday, 20 May 2016, at 10:00 a.m. at the LANXESS arena, Willy-Brandt-Platz 1, 50679 Cologne.

I. Agenda

- 1. Submission of the approved annual financial statement and the adopted consolidated financial statement for the year ended 31 December 2015 with the consolidated management report for LANXESS Aktiengesellschaft and the group of companies, to include the notes to the information pursuant to Section 289 Para. 4 and Para. 5 as well as Section 315 Para. 4 of the German Commercial Code (HGB), as well as the presentation of the report of the Supervisory Board for the fiscal year 2015**

The Supervisory Board has approved the annual financial statement and the consolidated financial statement prepared by the Board of Management. The annual financial statement thus has been adopted pursuant to Section 172 Para. 1 German Stock Corporation Act (AktG). Accordingly, there will be no adoption of a resolution by the Stockholders' Meeting.

- 2. Adoption of a resolution regarding the appropriation of the balance sheet profits**

The Board of Management and Supervisory Board propose that the balance sheet profits of EUR 92,823,284.97 for the fiscal year 2015 be used as follows:

– Distribution of a dividend of EUR 0.60 per dividend-bearing no-par value share	EUR 54,913,761.60,
– Profit carried forward	<u>EUR 42,909,523.37,</u>
Balance sheet profits total	EUR 97,823,284.97.

The stated amounts available for dividends and profit carried forward were based on the dividend-bearing no-par value shares existing when the appropriation of profits proposed by the Board of Management and the Supervisory Board were determined. Should the number of dividend-bearing no-par value shares change by the date of the Annual Stockholders' Meeting, a motion for a resolution adapted as follows to such change shall be submitted to the Annual Stockholders' Meeting: the dividend per dividend-bearing no-par value share of EUR 0.60 remains unchanged. Insofar as the number of dividend-bearing no-par value shares and therefore the sum of dividends increases, the amount of profit carried forward shall decrease accordingly. Insofar as the number of dividend-bearing shares and therefore the sum of dividends decreases, the amount of profit carried forward shall increase accordingly.

- 3. Adoption of a resolution on the ratification of the actions of the members of the Board of Management**

The Board of Management and the Supervisory Board propose that formal approval be given for the actions of the members of the Board of Management in office during the fiscal year 2015 with respect to that fiscal year.

The intention is to have the Annual Stockholders' Meeting vote on the ratification of the actions of the members of the Board of Management by way of a ratification of individual members.

4. Adoption of a resolution on the ratification of the actions of the members of the Supervisory Board

The Board of Management and the Supervisory Board propose that formal approval be given to the actions of the members of the Supervisory Board in office during the fiscal year 2015 with respect to that fiscal year.

The intention is to have the Annual Stockholders' Meeting vote on the ratification of the actions of the members of the Supervisory Board by way of a ratification of individual members.

5. Appointment of the auditor

Upon recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be appointed as

- a) auditor of the annual financial statements and the consolidated financial statement for fiscal year 2016, as well as
- b) auditor for the review of the abbreviated financial statements and the interim management report as contained in the half-year report 2016.

6. Authorization to acquire and use own shares pursuant to Section 71 Para. 1 No. 8 AktG, including under exclusion of the subscription right

The Annual Stockholders' Meeting of 18 May 2011 has authorized the Company pursuant to Section 71 Para. 1 No. 8 AktG to acquire and use own shares in the amount of up to 10% of the capital stock. As this authorization will expire on 17 May 2016, a new authorization is to be granted.

The Board of Management and the Supervisory Board propose that the following resolution shall be adopted:

- a) The Board of Management shall be authorized, until 19 May 2021, to acquire own shares of the Company in the total amount of up to 10% of the Company's capital stock existing at the time of the adoption of the resolution or – if this value is lower – of the capital stock existing at the time this authorization is exercised. The authorization may – individually or jointly – be exercised by the Company or the Company's subordinate group companies or by third parties to the account of the Company or its subordinate group companies.

The authorization to acquire and use may be exercised in full or in part, once or several times. The authorization may be exercised for any legally permissible purpose, specifically in pursuit of one or several of the purposes stated in let. c) through h). If use occurs for one or several of the purposes stated in let. c), d), f), g) or h), the Stockholders' subscription right is excluded. In the event of a disposal of own shares by way of an offer to all Stockholders, the Board of Management may furthermore exclude the Stockholder's

subscription right with the Supervisory Board's approval for fractional amounts.

- b) At the Board of Management's discretion, own shares may be purchased through the stock market or via a public offer to purchase or via a public invitation to Stockholders to submit an offer for sale.

If own shares are acquired through the stock market, the purchase price paid by the Company (excluding ancillary acquisition costs) may not exceed or fall short of 10% of the Company's shares' price determined by the opening auction on the trading day in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Market.

If own shares are acquired through a public offer to purchase or a public invitation to Stockholders to submit an offer for sale, the offered purchase or sales price or the ceilings of the purchase or sales price margin per share (excluding ancillary acquisition costs) may not exceed or fall short of 10% of the average of the closing auction in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Market on the three trading days prior to the date of the public announcement of the offer or the public request to Stockholders to issue an offer for sale. If after publication of an offer to purchase, a material deviation from the decisive price occurs, the offer may be adjusted. In this case, the average price of the three trading days prior to the date of the publication of a possible adjustment is used; this amount is to be used for the 10% ceiling. If a public offer to purchase is oversubscribed or if in case of a public invitation to Stockholders to submit an offer for sale, several equivalent offers by Stockholders for the purchase of shares cannot all be accepted, their acceptance shall be based on quotas (tender ratio). Furthermore, so as to avoid fractional amounts of shares, amounts may be rounded, following standard commercial practice.

- c) The Board of Management shall be authorized to sell own shares acquired on the basis of the aforementioned authorization in another way than through the stock market or by offer to all Stockholders, provided that the sale takes place against cash payment and at a price that does not materially fall short of the stock market price of the Company's shares at the time of sale (simplified exclusion of the subscription right pursuant to Section 186 Para. 3 Sentence 4 AktG). The shares sold within the scope of this authorization must not exceed a total of 10% of the capital stock either at the time of the adoption of resolution by the Annual Stockholders' Meeting or upon exercising this authorization. The ceiling of 10% of capital stock shall be reduced by the pro-rated amount of the capital stock attributable to those shares issued during the period of effectiveness of this authorization under the exclusion of the subscription right in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this ceiling is decreased by shares that have been or must be issued to satisfy option or conversion rights, if the associated bonds were issued during the period of effectiveness of this authorization under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization.

- d) The Board of Management shall be authorized to transfer the own shares acquired on the basis of the aforementioned authorization to third parties against benefits in kind, in particular in case of acquisition of companies, parts of companies, equity interests in companies or mergers, as well as the acquisition of other assets, including rights and receivables.
- e) The Board of Management shall be authorized to cancel the own shares acquired on the basis of the aforementioned authorization without further resolution by the Annual Stockholders' Meeting. Cancellation generally results in a capital decrease. Notwithstanding the aforesaid, the Board of Management is authorized to determine that the capital stock will remain unchanged and that cancellation increases the percentage of the remaining shares in the capital stock pursuant to Section 8 Para. 3 AktG. In this case, the Board of Management is authorized to adjust the number of shares listed in the Articles of Association.
- f) The Board of Management shall be authorized to use the own shares acquired on the basis of the aforementioned authorization for the fulfillment of obligations arising from option or conversion rights or conversion obligations under convertible or option bonds or profit participation rights or participating bonds (or any combination of these instruments) issued by the Company or subordinate group companies, which grant an option or conversion right or carrying an option or conversion obligation.
- g) The Board of Management shall be authorized to use the own shares acquired on the basis of the aforementioned authorization to grant holders of option or conversion rights or conversion obligations under option or convertible bonds or profit participation rights or participating bonds (or any combination of these instruments) issued by the Company or subordinate group companies, which grant an option or conversion right or carry an option or conversion obligation, own shares to the extent to which they would be entitled to a subscription right to Company shares after exercising the conversion or option right or after fulfillment of the conversion or option obligation.
- h) The Board of Management shall be authorized to offer the own shares acquired on the basis of the aforementioned authorization to persons now or previously employed by the Company or subordinate group companies for acquisition (employee shares).
- i) The authorizations set forth in let. c), d), f) and g) may be used only with the approval of the Supervisory Board.
- j) The authorizations set forth in let. c), d), f), g) and h) may be exercised by the Company or the Company's subordinate group companies or by third parties to the account of the Company or its subordinate group companies.

II. Report of the Board of Management

The report of the Board of Management to the Annual Stockholders' Meeting concerning Item 6 of the Agenda in accordance with Section 71 Para. 1 No. 8 Sentence 5 of the German Stock Corporation Act (AktG) in conjunction with Section 186 Para. 4 Sentence 2 AktG

Board of Management and Supervisory Board propose to authorize the Board of Management temporarily until 19 May 2021 to acquire and use own shares of the Company up to a calculated share of 10% of the Company's capital stock. The capital stock amount at the time of the adoption of resolution by the Annual Stockholders' Meeting regarding the authorization or – if this value is lower – at the time the authorization is exercised – shall be decisive.

The authorization to acquire and use own shares granted in the Annual Stockholders' Meeting on 18 May 2011 will expire on 17 May 2016.

Pursuant to mandatory legislative provisions, the shares acquired based on the recommended new authorization together with other own shares already acquired and still held by the Company must not exceed 10% of the Company's capital stock. The Company held no own shares at the time the Annual Stockholders' Meeting was convened.

Upon acquisition of own shares, the principle of equal treatment of all Stockholders pursuant to Section 53a AktG applies. This is accomplished by providing for the shares to be acquired, as intended, at the Board of Management's discretion, either on the stock market or via a public offer to purchase or via a public invitation to Stockholders to submit an offer for sale addressed to all Stockholders. In case of a public invitation to Stockholders to submit an offer for sale, the recipients of the invitation can decide how many shares and, if a price margin is specified, at which price they would like to offer shares to the Company. Insofar as a public offer to purchase is oversubscribed or if several equivalent offers by Stockholders for the purchase of shares cannot all be accepted, acceptance must be based on quotas. For reasons of practicality and equal treatment, this should be based on the quote of tendered shares (tender ratio). The option of rounding in accordance with standard commercial practice serves to avoid fractional amounts in the determination of the quotas to be acquired. Insofar, the number of shares to be acquired from individual tendering Stockholders can be rounded in such a way as to ensure that only whole shares are acquired. This facilitates technical handling and is therefore in the interest of the Company and its Stockholders.

The shares may be acquired and used for any legally permissible purpose. Assertion of the authorization is possible also for the following purposes:

A sale of own shares through an offer to all Stockholders maintains the Stockholder's subscription right; the subscription right is to be excluded in this case only for fractional amounts. This is to facilitate the sale of own shares through an offer to all Stockholders. Fractional amounts may result

from the respective disposal volume and from the fact that it is necessary to constitute a technically feasible subscription ratio. The value of such fractional amounts is usually low for the individual Stockholder. The potential dilution effect can also be disregarded due to the limitation to fractional amounts. On the other hand, the effort necessary for a disposal of own shares through an offer to all Stockholders without such an exclusion is much greater for the Company, which leads to additional costs. The shares excluded from the subscription right due to fractional amounts will be used in the best interest of the Company. The exclusion of the subscription right thus serves the purpose of practicability and cost efficiency and simplifies the implementation of a sale of own shares through an offer to all Stockholders.

The Company may dispose of the acquired own shares also outside of the stock market and without an offer directed to all Stockholders provided that the shares are sold for cash and the price of the shares does not materially fall short of the stock market price at the time of sale. With this authorization, the option of easier subscription rights exclusion permitted under Section 71 Para. 1 No. 8 AktG in application of Section 186 Para. 3 Sentence 4 AktG is exercised. In the interest of an expansion of the Stockholder base, this is to give the Company in particular the option of offering Company shares to institutional investors. The authorization further allows the short-notice issuance of shares. The recommended authorization thus serves to secure a permanent and adequate equity capital base. This authorization may be used only under the condition that the proportion of shares issued under exclusion of the subscription right pursuant to Section 186 Para. 3 Sentence 4 AktG does not amount to more than 10% of the capital stock, neither at the time of the adoption of resolution by the Annual Stockholders' Meeting regarding this authorization nor at the time this authorization is exercised. This ceiling for the simplified exclusion of the subscription right is reduced by the pro-rated amount of the capital stock attributable to those shares that were issued during the time this authorization was effective under the exclusion of the subscription right in direct or respective application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this ceiling is decreased by shares that have been or must be issued in order to satisfy option or conversion rights, if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization. Associated bonds are option or convertible bonds or profit participation rights or participating bonds or combinations of these instruments. Option or participation rights within the meaning of the proposed authorization shall also be exercised if shares are issued to satisfy claims for the subscription of shares from conversion rights or to avert possible claims for reduction of the option or conversion price as protection against dilution by issuing further shares.

The asset and voting right interests of the Stockholders are adequately protected in case of an exclusion of subscription right in application of Section 186 Para. 3 Sentence 4 AktG. Any concerns about dilution are addressed by the stipulation that shares may only be sold at a price that is not significantly lower than the prevailing market price. Stockholders shall furthermore have the option of maintaining their share in the Company's capital stock at any time by acquiring shares on the stock market. The Board of Management will strive to minimize any discount on the stock ex-

change price and to achieve maximum disposal proceeds, giving due consideration to the current market conditions. A possible discount on the stock exchange price at the time of sale will presumably amount to less than 3%, in any case not more than 5%.

The Company shall furthermore have the option to offer the acquired own shares as benefit in kind instead of cash payment within the scope of Company mergers or the acquisition of companies, parts of companies, equity interests in companies or mergers, as well as the acquisition of other assets, including rights and receivables. This serves to provide the Company with sufficient latitude of action to take advantage of opportunities that present themselves relating to the acquisition of other companies, participations, or of parts of companies or Company mergers as well as the acquisition of other assets, including rights and receivables, in a manner that is quick and flexible, that protects liquidity, and that improves its competitive position as well as strengthens its profitability, in particular without addressing the Annual Stockholders' Meeting, which is frequently not possible due to time restraints. Own shares are an important acquisition currency in today's corporate practice. The owners of attractive companies or other attractive acquisition objects frequently demand shares from the buyer in return instead of cash payment. In order for the Company to acquire such companies or assets, it must be able to offer shares in return. Without subscription right exclusion, the advantages associated with this would not be achievable for the Company and the Stockholders. In such a case, the Board of Management will ensure that the interests of the Stockholders are adequately protected when determining the valuation ratios. The Board of Management of the Company will also take into account the stock market price of the Company's share. A systematic link to a specific market price is not envisaged, in particular to prevent previously reached negotiation results from being challenged on the grounds of subsequent stock market price fluctuations. The Board of Management will only exercise this authorization when the exclusion of the subscription right is in the well-understood interest of the Company and its Stockholders. The use of own shares for acquisitions furthermore does not mean that the Company dilutes the voting rights of existing Stockholders in comparison to the situation prior to the acquisition of own shares.

The Board of Management is to be authorized to cancel the acquired own shares. Cancellation of the shares generally results in a capital decrease without requiring an additional resolution of the Annual Stockholders' Meeting. Notwithstanding the aforesaid, the Board of Management is to be also authorized to determine that the capital stock will remain unchanged in case of cancellation and that cancellation increases the percentage of the remaining shares in the capital stock pursuant to Section 8 Para. 3 AktG. The Board of Management is therefore also to be authorized to execute the required modification of the Articles of Association with regard to the number of no-par value shares that changes due to a cancellation.

The Board of Management is furthermore to be authorized to use the acquired own shares also for the fulfillment of obligations arising from option or conversion rights or conversion obligations under option or convertible bonds or profit participation rights or participating bonds (or any combination of these instruments) issued by the Company or its subordinate group companies granting a conversion right or an option right or carrying a con-

version obligation. The addition of borrowed capital through the stated financing instruments is in the Company's interest, since this form of financing is possible at particularly attractive terms. It is furthermore possible to convert the borrowed capital into equity at a later stage or at least report it in the balance sheet equivalent to equity and, hence, strengthen the Company's capital base. However, such financing can be realized only if it is possible to allocate a sufficient number of shares of the Company to holders or creditors of the relevant instruments if the conversion right or option is exercised or the conversion obligation is met. It may be sensible to satisfy rights in this regard for the subscription of shares not by way of a capital increase but fully or partially by way of own shares. A corresponding use of own shares is therefore proposed with the exclusion of the subscription right. The Board of Management will carefully consider the Company's and the Stockholders' interest in the decision of whether own shares will be supplied or whether a capital increase is to be performed.

The Board of Management is to be authorized to use the acquired own shares to grant holders of option or conversion rights or conversion obligations under option or convertible bonds or profit participation rights or participating bonds (or any combination of these instruments) issued by the Company or its subordinate group companies, which grant an option or conversion right or carry a conversion obligation, own shares to the extent to which they would be entitled to a subscription right to Company shares after exercising the option or conversion right or after fulfilling the conversion obligation. For easier placement of bonds on the capital market, the relevant issuing terms usually provide for protection against dilution. Dilution may be prevented e.g. by ensuring that the holders of convertible bonds also have a subscription right to the new shares if new shares are issued where the Stockholders have a subscription right. They are thus placed in the same position as if they had already exercised their option or conversion right or, respectively, met their conversion obligation. Since the protection against dilution in this case does not have to be guaranteed by reducing the option or conversion price, it is possible to realize a higher issue price for the shares to be issued upon conversion or exercise of the option. This strengthens the liquidity of the Company. This approach, however, is only possible if the Stockholders' subscription right is excluded in that regard.

The Board of Management is to be authorized to offer the acquired own shares to persons now or previously employed by the Company or subordinate group companies for acquisition. This is an authorization to issue so-called employee shares. The recommended subscription right exclusion is a requirement to issue such employee shares. Using own shares to issue employee shares is already permissible without authorization by the Annual Stockholders' Meeting (Section 71 Para. 1 No. 2 AktG), but only for issuing such to employees within one year after acquisition (Section 71 Para. 3 Sentence 2 AktG). In contrast, the Board of Management is hereby authorized to use own shares as employee shares without consideration of a deadline. The Board of Management may offer the shares for acquisition within the scope of standard and adequate practice at less than the current stock market price in order to create an incentive for acquisition. Issuing own shares for this purpose is in the interest of the Company

and its Stockholders as this promotes the identification of beneficiaries with the Company and the acceptance of shared responsibility, and therefore increases the Company value. The authorization is to increase the Company's flexibility.

In each individual case resulting in an exclusion of subscription right for Stockholders, the Board of Management will review carefully whether the exclusion of Stockholder's subscription rights is in the interest of the Company and therefore also in the interest of Stockholders.

The option of acquiring and using own shares also by subordinate group companies or third parties for the account of the Company or its subordinate group companies increases the Company's flexibility in the use of own shares.

LANXESS and the world-wide largest oil and energy corporation, Saudi Aramco, have agreed to establish a joint venture called ARLANXEO for synthetic rubber, in which both partners will hold 50%. The Company has already announced that it wishes to use the funds incoming from Saudi Aramco for its shares in the joint venture, among other things, in the amount of approx. EUR 200 million, to reacquire own shares. Further decisions in this regard have not yet been made.

In the event of a utilization of the above authorization, the Board of Management will issue a corresponding report to the respective next Annual Stockholders' Meeting.

III. Additional information regarding the convening

1. Total number of shares and voting rights

At the time of the notice convening the Annual Stockholders' Meeting, a total of 91,522,936 no-par value shares have been issued. Each issued share carries one voting right. The Company holds no own shares at the time the Annual Stockholders' Meeting is convened. Therefore, the total number of voting rights is 91,522,936. There are no different classes of shares.

2. Requirement for the participation in the Annual Stockholders' Meeting and Execution of Voting Rights

Stockholders are entitled to attend the Annual Stockholders' Meeting and to exercise voting rights provided that they have furnished proof of their right to attend the Annual Stockholders' Meeting in form of a special verification of stock ownership issued in text form by the depository institution and have registered with the Company in text form, in German or English, no later than on or before Friday, 13 May 2016 (24:00 hours CEST). The verification of stock ownership must refer to the beginning of the 21st day before the Annual Stockholders' Meet-

ing, i.e. Friday 29 April 2016 (0:00 hours CEST) (evidence reference date), and must be drawn up in the German or English language. Both verification of stock ownership and registration must be received by the Company no later than Friday, 13 May 2016 (24:00 hours CEST) at the following address:

**LANXESS Aktiengesellschaft
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main**

**e-mail: wp.hv@db-is.com
Fax: + 49 (0)69 12012-86045**

The evidence reference date shall be authoritative for exercising participation rights and for the scope of voting rights in the Annual Stockholders' Meeting. In the relationship with the Company, as regards participation in the Annual Stockholders' Meeting and exercising voting rights, only a person having furnished such special verification of stock ownership as of the evidence reference date shall be a Stockholder. Changes in stock ownership after the evidence reference date shall be without relevance for the participation right and the scope of voting rights. Anyone who as of the evidence reference date has not yet held any shares and who has acquired their shares only after the evidence reference day, 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 special verification of stock ownership, shall continue to be entitled to attend and to vote to the extent of the demonstrated stock ownership if they sell all or part of their shares after the evidence reference date. The evidence reference date shall be of no relevance for dividend rights.

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

3. Proxy procedure

Third-party authorization

Stockholders have the option of having their voting rights exercised by an authorized representative, also including a financial institution or a stockholders' association as proxy. Issuing, revoking, or evidence of such proxy vis-a-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 Para. 10 AktG are to be authorized to exercise voting rights.

To nominate proxies to third parties, Stockholders may use the proxy section of their admission tickets, which 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 on the Internet. This too 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 in a timely manner in order to be taken into consideration. The same shall apply to any electronic revocation of proxy.

Evidence of the appointment of an authorized representative may also be transmitted to the Company via the email address hv2016@lanxess.com.

If a bank or any other similar institution or enterprise (Sections 135 Para. 10, 125 Para. 5 AktG) or a Stockholders' association or a person defined in Section 135 Para. 8 AktG are to be authorized, there is no text form requirement. However, the proxy statement must be in a verifiable form. It must furthermore be complete and may contain only statements related to exercising voting rights. Accordingly, if you intend to authorize a financial institution, a stockholders' association, or any other similar institution or person under Sec. 135 AktG, please check the form of proxy with those institutions or persons.

Company-nominated proxies

The Company is offering its Stockholders the opportunity to appoint company-nominated proxies to exercise their voting rights. Stockholders utilizing this option must have an admission ticket. Such proxies must be given authorization and instructions on how to exercise the 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 as well as evidence of authorization shall be provided to the Company in text form.

Authorization of and voting instructions to company-nominated proxies may be issued only by using the authorization and instruction section on the admission ticket unless specified otherwise below. The authorization (including instructions) must have been received by the Company no later than Thursday, 19 May 2016, 12:00 (noon) hours (CEST) (receipt decisive) at the following address:

**LANXESS Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich**

**Fax: +49 (0)89 309037-4675
email: hv2016@lanxess.com**

Company-nominated proxies may also be authorized and instructed via the Internet. Stockholders may access the internet-supported proxy system via the Company's website at www.stockholdersmeeting.lanxess.com. Authorizations and instructions for the proxies designated by the Company issued via the Internet must be issued in full by Thursday, 19 May 2016, 18:00 (CEST) at the latest; up until this time, it is also possible to cancel authorizations or to make changes to instructions.

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

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

4. Minority amendments to the agenda in accordance with Section 122 Para. 2 AktG

Stockholders whose total shares together amount to one-twentieth of the capital stock or a pro-rated amount of EUR 500,000 may demand that items are added to the agenda and announced. Each new item must be accompanied by a justification or proposal.

Any motions shall be sent in writing to the Company's Board of Management. We request that proposals are sent to the following address:

**To the Board of Management of
LANXESS Aktiengesellschaft
FAO Legal & Compliance Department
Kennedyplatz 1
50569 Cologne**

It must be received by the Company no later than 30 days prior to the Meeting, whereby the day of receipt and the day of the Annual Stockholders' Meeting are excluded. The latest possible receipt date is therefore Tuesday, 19 April 2016, 24:00 (CEST). Any motions for amendments received after such day shall not be considered.

Motions for amendments shall be considered only if the applicants demonstrate that they had been Stockholders of the minimum stock ownership for no less than three months prior to the day of the Annual Stockholders' Meeting and that they have held such minimum stock ownership up to and including posting of the motion.

5. Motions and voting nominations by Stockholders in accordance with Section 126 Para. 1 and Section 127 AktG

Counter motions which include reasons against a proposal by the Board of Management and/or the Supervisory Board regarding a particular agenda item and proposals from Stockholders on the appointment of annual auditors are to be sent to the following address exclusively. Counter motions and nominations sent to another addresses will not be considered.

**LANXESS Aktiengesellschaft
Legal & Compliance Department
Kennedyplatz 1
50569 Cologne**

**Fax: +49 (0)221 8885-4806
email: hv2016@lanxess.com**

Counter motions and appointment proposals received at the latest 14 days before the Annual Stockholders' Meeting (not counting the date of receipt and the day of the Annual Stockholders' Meeting, i.e. by Thursday, 5 May 2016, 24:00 CEST) at the above address with evidence of qualification as a Stockholder will, insofar as these are to be made available to the other Stockholders, be published immediately on the Internet at www.stockholdersmeeting.lanxess.com. Any potential position statements by the administration will also be published at the stated Internet address.

Further information, in particular about circumstances in which motions and nominations are not to be made available, can be found on the website of the Company at www.stockholdersmeeting.lanxess.com.

6. Stockholders' Right to Information in Accordance with Section 131 Para. 1 AktG

Upon request, each stockholder shall be provided by the Board of Management during the Annual Stockholders' Meeting with information about matters concerning the Company, including its legal and business relationships with affiliated enterprises and the financial situation of the group and the enterprises included in the consolidated financial statements if this information is required for a proper assessment of an agenda item.

Such information shall be provided in accordance with the principles of diligent and truthful reporting. Under the conditions set forth in Section 131 Para. 3 AktG, the Board of Management may refuse information and under the conditions set forth in Section 16 Para. 4 of the Company's Articles of Association, the chairman of the meeting may limit the time Stockholders' have to speak and raise questions.

Further information is available on the Company's website at www.stockholdersmeeting.lanxess.com.

7. Information on the Company's Website

In compliance with Section 124a AktG, this invitation to the Annual Stockholders' Meeting, the documents to be made available and other information in connection with the Annual Stockholders' Meeting are available on the Company's website at www.stockholdersmeeting.lanxess.com.

8. Partial broadcast of the Annual Stockholders' Meeting on the Internet

Subject to technical availability, the Company's Stockholders and other interested parties will be able to follow the speech given by the Chairman of the Board of Management during the Annual Stockholders' Meeting on Friday, 20 May 2016 on the Internet at www.stockholdersmeeting.lanxess.com. The other portions of the meeting will not be broadcast.

Cologne, April 2016

LANXESS Aktiengesellschaft
The Board of Management

LANXESS

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Kennedyplatz 1
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Germany

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