

Dated 26 March 2012

*This document constitutes a supplement within the meaning of Article 16 of Directive 2003/71/EC to two base prospectuses: (i) the base prospectus of LANXESS Aktiengesellschaft in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 ("Non-Equity Securities") and (ii) the base prospectus of LANXESS Finance B. V. in respect of Non-Equity Securities (together, the "**Debt Issuance Programme Prospectus**"), as supplemented by a Supplement dated 11 May 2011 to the Debt Issuance Programme Prospectus (the "**First Supplement**"), a second supplement dated 11 October 2011 (the "**Second Supplement**") and a third Supplement dated 30 November 2011 (the "**Third Supplement**").*



*LANXESS Aktiengesellschaft*

(incorporated in the Federal Republic of Germany)  
as Issuer and as Guarantor for Notes issued by

*LANXESS Finance B.V.*

(incorporated with limited liability in the Netherlands)

EUR 2,500,000,000 Programme for the Issuance of  
Debt Instruments (the "**Programme**")

Fourth Supplement dated 26 March 2012 to the Debt Issuance Programme Prospectus as supplemented by the First Supplement, the Second Supplement and the Third Supplement pursuant to Art. 16 (1) of Directive 2003/71/EC and Art. 13 (1) of the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) (the "**Fourth Supplement**").

This Fourth Supplement is supplemental to, and should be read in conjunction with the Debt Issuance Programme Prospectus dated 28 April 2011 as supplemented by the First Supplement, the Second Supplement and the Third Supplement (the "**Prospectus**") pertaining to the EUR 2,500,000,000 Programme for the Issuance of Debt Instruments of LANXESS Aktiengesellschaft and LANXESS Finance B.V. Therefore, with respect to future issues under the Programme of LANXESS Aktiengesellschaft and LANXESS Finance B.V., references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this Fourth Supplement. To the extent that there is any inconsistency between (a) any statements in this Fourth Supplement or any statement incorporated by reference into the Prospectus by this Fourth Supplement and (b) any other statement in or incorporated in the Prospectus, the statements in (a) above will prevail.

Terms defined in the Prospectus have the same meaning when used in this Fourth Supplement.

Each Issuer has requested the Commission de Surveillance du Secteur Financier of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Luxembourg act relating to prospectuses for securities (*Loi du 10 juillet 2005 relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Prospectus Act**") to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), the United Kingdom of Great Britain and Northern Ireland, Ireland, the Republic of Austria and The Netherlands with a certificate of approval attesting that the Fourth Supplement has

been drawn up in accordance with the Luxembourg Prospectus Act which implements Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 into Luxembourg law ("**Notification**"). Each Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Fourth Supplement and the Prospectus have been approved by the CSSF, have been filed with said authority and will be published - together with the documents incorporated by reference - in electronic form on the website of the Luxembourg Stock Exchange under "www.bourse.lu" and on the website of LANXESS Aktiengesellschaft ([www.lanxess.de](http://www.lanxess.de)). A copy of this Fourth Supplement can also be obtained from the Paying Agent in Luxembourg as described on page 136 of the Prospectus.

This Fourth Supplement shall only be distributed in connection with the Prospectus.

By virtue of this Fourth Supplement each of

- a) the audited, consolidated annual Financial Statements of LANXESS Group for 2011 and
- b) the audited unconsolidated annual financial statements of LANXESS Finance as of 31 December 2011

shall be deemed to be incorporated in, and form part of, the Prospectus. In addition, the amendments set out below shall be made to the Prospectus.

## **I. GENERAL INFORMATION**

### **1. Right to withdraw**

In accordance with article 13 (2) of the Luxembourg Prospectus Act, investors who have - prior to the publication of this Fourth Supplement - already agreed to purchase or subscribe for securities to be issued under this Programme shall have the right, exercisable within a time limit of two working days after the publication of the Fourth Supplement, to withdraw their acceptances provided that the securities have not yet been delivered. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office, specified in the list of NAMES AND ADDRESSES of the Prospectus on page 139.

### **2. Responsibility Statement**

LANXESS Aktiengesellschaft ("**LANXESS AG**" or the "**Company**" and together with its consolidated subsidiaries, the "**LANXESS Group**", the "**Group**" or "**LANXESS**") with its registered office in Leverkusen and LANXESS Finance B.V. ("**LANXESS Finance**") with its registered office in Amsterdam (each an "**Issuer**", and together, the "**Issuers**") are solely responsible for the information given in this Fourth Supplement to the Prospectus.

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

Each Issuer and the Guarantor have confirmed to the Dealers that the Prospectus as supplemented by this Fourth Supplement contains the information which, according to the particular nature of the respective Issuer and of the Notes offered to the public or admitted to trading on a regulated market, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses, and prospects of each Issuer and the Guarantor, and of the rights attaching to the Notes; that the information contained therein with respect to the Issuers, the Guarantor and the Notes is accurate in all material respects and is not misleading; that any opinions and intentions expressed herein are honestly held and based on reasonable assumptions; that there are no other facts, the omission of which would make any statement, whether fact or opinion, in the Prospectus as supplemented by this Fourth Supplement misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained herein.

### 3. Notice

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this Fourth Supplement or any other document entered into in relation to the Programme or any information supplied by any Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuers, the Guarantor, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arrangers nor any Dealer nor any other person mentioned in the Prospectus or this Fourth Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this Fourth Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

## II. AMENDMENTS TO PROSPECTUS

### 1. Incorporation of the audited, consolidated annual Financial Statements of LANXESS Group for 2011 and of the audited unconsolidated annual financial statements of LANXESS Finance as of 31 December 2011

#### a) Change to section "Summary in respect of LANXESS AG"

*The first sub-paragraph and the following table within the paragraph "SELECTED FINANCIAL INFORMATION" within the section "Summary – Summary in respect of LANXESS AG" (page 11 and page 12 of the Prospectus) shall be replaced by the following wording and following table:*

"The following table sets out selected financial information relating to the LANXESS Group. The information has been extracted from the audited consolidated financial statements of LANXESS AG for the year ended 31 December 2011. These consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards as adopted by the EU (IFRS).

In € million	2011	2010
Sales	8,775	7,120
Operating result (EBIT)	776	607
Income after income taxes	507	381
Net cash provided by operating activities	672	430
Cash outflows for purchases of intangible assets, property, plant and equipment	679	501
Total assets	6,878	5,666
Equity	2,074	1,761

#### b) Change to section "Summary in respect of LANXESS Finance"

*The first sub-paragraph and the following table within the paragraph "SELECTED FINANCIAL INFORMATION" within the section "Summary – Summary in respect of LANXESS Finance" (page 13 and 14 of the Prospectus) shall be replaced by the following wording and the following table:*

"The following table sets out selected financial information relating to LANXESS Finance. The information has been extracted from the audited financial statements of LANXESS Finance for the years ended 31 December 2011. These financial statements of LANXESS Finance have been prepared in accordance with Part 9 of Book 2 of The Netherlands' Civil Code.

<b>In € thousand</b>	<b>2011</b>	<b>2010</b>
Net financial income	2,328	2,291
Net income	949	1,173
Total assets	1,776,182	1,143,901
Shareholder's Equity	8,527	7,826

**c) Change to section "Zusammenfassung in Bezug auf die LANXESS AG"**

*The first sub-paragraph and the following table within the paragraph "AUSGEWÄHLTE FINANZINFORMATIONEN" within the section "Zusammenfassung - Zusammenfassung in Bezug auf LANXESS AG (page 22 and page 23 of the Prospectus) shall be replaced by the following wording and the following table:*

"Die nachfolgende Tabelle zeigt ausgewählte Finanzinformationen für den LANXESS Konzern. Diese Informationen wurden dem geprüften Konzernabschluss der LANXESS AG für das Geschäftsjahr 2011 entnommen. Dieser Konzernabschluss der LANXESS AG wurde nach den International Financial Reporting Standards, wie sie in der EU anzuwenden sind, aufgestellt (IFRS).

<b>In Millionen €</b>	<b>2011</b>	<b>2010</b>
Umsatzerlöse	8.775	7.120
Operatives Ergebnis (EBIT)	776	607
Ergebnis nach Ertragsteuern	507	381
Zufluss aus operativer Tätigkeit	672	430
Auszahlungen für den Erwerb von immateriellen Vermögenswerten und Sachanlagen	679	501
Summe Aktiva	6.878	5.666
Eigenkapital	2.074	1.761

**d) Change to section "Zusammenfassung in Bezug auf die LANXESS Finance"**

*The first sub-paragraph and the following table within the paragraph "AUSGEWÄHLTE FINANZINFORMATIONEN" within the section "Zusammenfassung – Zusammenfassung in Bezug auf LANXESS Finance (page 24 of the Prospectus) shall be replaced by the following wording and the following table:*

„Die nachfolgende Tabelle zeigt ausgewählte Finanzinformationen für die LANXESS Finance. Diese Informationen wurden den geprüften Jahresabschlüssen der LANXESS Finance für die Geschäftsjahre 2011 und 2010 entnommen. Diese Geschäftsabschlüsse der LANXESS Finance wurden nach Teil 9 des 2. Buches des niederländischen bürgerlichen Gesetzbuches erstellt.

<b>In Tausend €</b>	<b>2011</b>	<b>2010</b>
Zinsergebnis	2.328	2.291
Ergebnis nach Steuern	949	1.173
Summe Aktiva	1.776.182	1.143.901
Eigenkapital	8.527	7.826

**e) Change to section "LANXESS AG"**

*The first sub-paragraph and the following table within the paragraph "2. SELECTED FINANCIAL INFORMATION" within the section "LANXESS AG" (page 104 of the Prospectus) shall be replaced by the following wording and the following table:*

"The following table sets out selected financial information relating to the LANXESS Group. The information has been extracted from the audited consolidated financial statements of LANXESS AG for the year ended 31 December 2011. These

consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards as adopted by the EU (IFRS).

<b>In € million</b>	<b>2011</b>	<b>2010</b>
Sales	8,775	7,120
Operating result (EBIT)	776	607
Income after income taxes	507	381
Net cash provided by operating activities	672	430
Cash outflows for purchases of intangible assets, property, plant and equipment	679	501
Total assets	6,878	5,666
Equity	2,074	1,761
"		

**f) Change to section "LANXESS Finance"**

*The first sub-paragraph and the following table within the paragraph "2. SELECTED FINANCIAL INFORMATION" within the section "LANXESS Finance" (page 119 of the Prospectus) shall be replaced by the following wording and the following table:*

"The following table sets out selected financial information relating to LANXESS Finance. The information has been extracted from the audited financial statements of LANXESS Finance for the years ended 31 December 2011 and 31 December 2010. These financial statements of LANXESS Finance have been prepared in accordance with Part 9 of Book 2 of The Netherlands' Civil Code.

<b>In € thousand</b>	<b>2011</b>	<b>2010</b>
Net financial income	2,328	2,291
Net income	949	1,173
Total assets	1,776,182	1,143,901
Shareholder's Equity	8,527	7,826
"		

**g) Change to section "INCORPORATION BY REFERENCE"**

*The following items shall be added to the list within section "INCORPORATION BY REFERENCE" (page 137 and page 138 of the Prospectus):*

"- LANXESS GROUP Annual Report 2011 as of 31 December 2011

- the audited, consolidated financial statements of LANXESS GROUP ended 31 December 2011, consisting of
  - Statement of Financial Position (page 135 of the Annual Report 2011)
  - Income Statement (page 136 of the Annual Report 2011)
  - Statement of Comprehensive Income (page 137 of the Annual Report 2011=
  - Statement of Changes in Equity (page 138 of the Annual Report 2011)
  - Statements of Cash Flows (page 139 of the Annual Report 2011)
  - Notes to the consolidated Financial Statements (pages 140 to 185 of the Annual Report 2011)
- the Auditor's Report (page 187 of the Annual Report 2011)

- LANXESS Finance B.V. Annual Financial Statements as of 31 December 2011
  - the audited unconsolidated annual financial statements of LANXESS Finance B.V. for the fiscal year ended on 31 December, 2011 consisting of
    - Statement of financial position as of December 31, 2011 (pages 7 to 8 of the Annual Financial Statements December 31, 2011),
    - Income Statement for the period ended December 31, 2011 (page 9 of the Annual Financial Statements December 31, 2011),
    - Statement of cash flows (page 10 of the Annual Financial Statements December 31, 2011), and
    - Notes to the financial statements (pages 11 to 23 of the Annual Financial Statements December 31, 2010) and
  - the Auditor's Report for the fiscal year ended on 31 December, 2010 (last two pages).

## 2. Other Changes

### a) Change to section "LANXESS AG – 10. TREND INFORMATION"

*(i) The first sentence of section "LANXESS AG – 10. TREND INFORMATION" (page 110 of the Prospectus) shall be replaced by the following:*

"There has been no material change in the prospects of LANXESS AG since 31 December 2011."

*(ii) The following shall be added to section "Trend Information, A. Outlook" (pages 110 and 111 of the Prospectus):*

"In recent years, LANXESS has used its product portfolio to successfully position the company in the key customer industries and the world's growth regions. LANXESS aims to further strengthen its position in the coming years. Although LANXESS must expect growing economic uncertainty and greater customer restraint in 2012, LANXESS still expects robust business performance by its three segments. The key customer industries are expected to continue developing positively, though with regional variations. LANXESS is extremely well-positioned worldwide in all segments to again benefit from this growth in 2012. Its successfully concluded capital expenditure projects and other measures for future organic growth initiated during 2011 are expected to make a significant contribution. Moreover, LANXESS will generate additional growth from the acquisitions its has made, its successful price-before-volume strategy, the focus on premium products, and product and process innovations. Against this background, LANXESS is confident overall for 2012. LANXESS is making better progress than ever toward achieving its medium-term growth target of €1.4 billion EBITDA pre exceptionals in 2015."

### b) Change to section "LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION"

*The following paragraph shall be added to the section "LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION" (page 118 of the Prospectus):*

"The audited consolidated financial statements of LANXESS AG for the fiscal year ended 31 December 2011, prepared in accordance with International Financial Reporting Standards as adopted by the EU (IFRS), and the auditor's report (*Bestätigungsvermerk*) thereon, together contained in LANXESS' Annual Report (*Geschäftsbericht*) 2011 on pages 135 to 187, are incorporated by reference into this Prospectus."

### c) Change to section "LANXESS AG – 16. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS"

*The first sentence of section "LANXESS AG – 16. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS" (page 118 of the Prospectus) shall be replaced by the following:*

"There has been no significant change in the financial or trading position of LANXESS since 31 December 2011."

**d) Change to section "LANXESS Finance - 6. TREND INFORMATION"**

*The first sentence of section "LANXESS Finance - 6. TREND INFORMATION" (page 120 of the Prospectus) shall be replaced by the following:*

"There has been no material adverse change in the prospects of LANXESS Finance since 31 December 2011."

**e) Change to section "LANXESS Finance - 10. HISTORICAL FINANCIAL INFORMATION"**

*The following paragraphs shall be added to section "LANXESS Finance - 10. HISTORICAL FINANCIAL INFORMATION" (page 121 of the Prospectus):*

"The annual financial statements 2011 of LANXESS Finance, which include the audited financial statements of LANXESS Finance for the financial year ending 31 December 2011 on pages 7 to 23 and the auditor's report thereon on the last two pages thereof, is incorporated by reference into this Prospectus."

**f) Change to section "LANXESS FINANCE" – 12. SIGNIFICANT CHANGE IN LANXESS FINANCE'S FINANCIAL OR TRADING POSITION**

*The wording of section "12. SIGNIFICANT CHANGE LANXESS FINANCE'S FINANCIAL OR TRADING POSITION" (page 121 of the Prospectus) shall be replaced by the following:*

"There has been no significant change in the financial or trading position of LANXESS Finance since 31 December 2011."

Save as disclosed in this Fourth Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Prospectus.