

STOCKHOLDERS' MEETING

Invitation

We hereby give notice of the **Annual Stockholders' Meeting** of LANXESS Aktiengesellschaft, seated in Cologne, **to be held on Thursday, May 23, 2019, at 10:00 a.m.** at the LANXESS arena, Willy-Brandt-Platz 1, 50679 Cologne.

I. Agenda

1. Presentation of the approved annual financial statement and the adopted consolidated financial statement for the year ended December 31, 2018, together with the consolidated management report for LANXESS Aktiengesellschaft and for the group of companies, including the explanatory report on the information pursuant to Section 289a Para. 1 as well as Section 315a Para. 1 of the German Commercial Code (HGB), as well as presentation of the report of the Supervisory Board for the fiscal year 2018

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 the Supervisory Board propose that the net retained profits of EUR 126,930,964.91 for the fiscal year 2018 shall be used as follows:

– Distribution of a dividend of EUR 0.90	
per dividend-bearing no-par value share	EUR 80,787,011.40,
– Profit carried forward	EUR 46,143,953.51,
Total net retained profits	EUR 126,930,964.91.

The stated amounts available for dividends and profit carried forward were based on the dividend-bearing no-par value shares (89,763,346, as of March 11, 2019) existing when the Board of Management and the Supervisory Board proposed the resolution. As announced on January 10, 2019, the Company currently has a share buy-back program on the stock exchange, limited until December 31, 2019, for the purchase of own shares at a purchase price of up to EUR 200 million (excluding incidental costs). As of March 11, 2019, it has purchased 1,759,590 no-par value shares. The Company will buy back additional no-par value shares until the date of the Annual Stockholders' Meeting. Because own shares are not eligible for dividends, the number of dividend-bearing no-par value shares will decrease further until the date of the Annual Stockholders' Meeting. Therefore, the motion for resolution on the date of the Annual Stockholders' Meeting will be adapted as follows: The dividend per dividend-bearing no-par value share of EUR 0.90 remains unchanged. Insofar as the number of dividend-bearing shares and therefore the sum of dividends decreases, the amount of profit carried forward shall increase accordingly. A motion for resolution editorially amended to this effect will be submitted to the Annual Stockholders' Meeting for a vote.

According to Section 58 Para. 4 Sentence 2 AktG, the claim to the dividend is due on the third business day following the resolution of the Annual Stockholders' Meeting, i.e. on May 28, 2019, which is when it will be paid out.

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 2018 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 for the actions of the members of the Supervisory Board in office during the fiscal year 2018 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 GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be appointed as

- a) auditor of the annual financial statements and the consolidated financial statements for the fiscal year 2019, as well as
- b) auditor for the review of the abbreviated financial statements and the interim management report as contained in the 2019 half-year report.

The Audit Committee has stated that its recommendation pursuant to the requirements in Article 16 Para. 2 and Para. 6 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014, is free from improper influence by a third party and no clause has in particular been imposed upon it that restricts its choice to certain statutory auditors.

6. Authorization to acquire and use own shares under Section 71 Para. 1 No. 8 AktG, also under the exclusion of subscription rights, with cancellation of the previous authorization

The previous authorization issued by the Annual Stockholders' Meeting in 2016 under Section 71 Para. 1 No. 8 AktG to acquire and use own shares is currently being used by the Company. As announced on January 10, 2019, the Company has a buy-back program on the stock exchange, limited until December 31, 2019, for the purchase of own shares at a purchase price of up to EUR 200 million (excluding incidental costs). After completion of the buy-back program, the own shares acquired are to be redeemed. In light of this, and because the prior authorization from 2016 will expire on May 19, 2021, the authorization is to be renewed prematurely after completion of the buy-back program currently in effect.

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

- a) The current authorization in effect, as resolved by the Annual Stockholders' Meeting on May 20, 2016, with a limited term until May 19, 2021, to acquire and use own shares, is canceled upon enactment under l) of the new authorization set forth below.

The Board of Management is authorized until May 22, 2024, to acquire own shares of the Company in the amount of up to 10% of the Company's existing share capital at the time the resolution is adopted or – if one of these values is lower – at the time this authorization takes effect, or at the time this authorization is exercised. The authorization can be exercised individually or jointly, by the Company or also by one of its subordinate group companies, or by third parties on behalf of the Company or on behalf of its subordinate group companies.

The authorization to acquire and use own shares can be exercised in whole or in part, one time or multiple times. The authorization can be exercised for any legally permissible purpose, particularly in pursuit of one of more of the purposes set forth in c) to h). If the utilization is for one or more of the purposes set forth in c), d), f), g) or h), the subscription right of the Stockholders is excluded. In addition, in the event of the sale of own shares with an offer to all Stockholders, the Board of Management can exclude the subscription right of the Stockholders for fractional amounts with the consent of the Supervisory Board.

- b) The acquisition will be made at the choice of the Board of Management on the stock exchange or with a public purchase offer or with a public request to the Stockholders to submit an offer for sale.

If the acquisition of own shares takes place on the stock exchange, the purchase price paid by the Company (without incidental pur-

chasing costs) cannot be more than 10% higher or lower than the price of the Company shares, as determined by the opening auction on the trading date, in the Xetra trading system (or a comparable successor system) of the Frankfurt Stock Exchange.

If acquisition is made via public purchase offer or public request to submit an offer for sale, the purchase or sales price offered, or the maximum amount of the purchase or sales price range per share (without incidental purchasing costs), cannot be more than 10% higher or lower than the average of the closing auction in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the three stock trading days before the date of the public announcement of the offer or the public request to submit a sales offer. If there is significant deviation from the relevant price after publication of a purchase offer, the offer can be adjusted. In this case, the average price of the three stock trading days before the date of publication of any adjustment will be the reference figure; the 10% ceiling must be applied to this amount. If the purchase offer is oversubscribed, or in the event of a request to submit a sales offer, if multiple identical offers are submitted but not all can be accepted, acceptance must be based on the ratio of shares tendered (tendering ratios). In addition, numbers can be rounded down to avoid fractional shares.

- c) The Board of Management is authorized to sell the own shares acquired under the above authorization in another manner than via the stock exchange or by submitting an offer to all Stockholders, provided that the sale is made for cash and at a price that is not significantly lower than the stock exchange price of the Company's shares at the time of sale (simplified exclusion of subscription rights under Section 186 Para. 3 Sentence 4 AktG). The shares sold pursuant to this authorization cannot exceed a total of 10% of the share capital, neither at the time the resolution is adopted at the Annual Stockholders' Meeting nor when this authorization is exercised. 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 in order to satisfy option or conversion rights, if the bonds were granted or imposed 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 is authorized to transfer the own shares acquired under the above authorization to third parties for contribution in kind, particularly for the acquisition of companies, parts of companies, or interests in companies or for business combinations, as well as for the acquisition of other assets, including rights and claims.

- e) The Board of Management is authorized to redeem the own shares acquired under the above authorization without further resolution by the Annual Stockholders' Meeting. The redemption will result in a reduction of capital in principle. By way of exception, the Board of Management can stipulate that the share capital remains unchanged and instead the redemption will result in an increase to the remaining shares' proportion of the share capital under Section 8 Para. 3 AktG. In this case, the Board of Management is authorized to change the definition of the number of shares in the Articles of Association.
- f) The Board of Management is authorized to use the own shares acquired under the above authorization to meet obligations under conversion or option rights or conversion obligations under convertible and/or option bonds issued by the Company or its subordinate group companies, or under participation rights or participation bonds (or combinations of these instruments) that grant a conversion right or option right or stipulate a conversion or option obligation.
- g) The Board of Management is authorized to use the own shares acquired under the above authorization in order to grant holders of convertible and/or option bonds issued by the Company or its subordinate group companies, or under participation rights or participation bonds (or combinations of these instruments) that grant a conversion right or option right or stipulate a conversion or option obligation, own shares in the amount they would be entitled to after exercising the conversion or option right, or to which they would have a subscription right after fulfillment of the conversion or option obligation.
- h) The Board of Management is authorized to offer the own shares acquired under the above authorization to persons who are or were employed by the Company or one of its affiliated companies for purchase (employee shares).
- i) The authorizations in c), d), f) and g) can be exercised only upon consent of the Supervisory Board.
- j) The authorizations in c), d), f), g) and h) can also be exercised by one of the Company's subordinate group companies, or by third parties on behalf of the Company or on behalf of its subordinate group companies.
- k) The authorizations in c), d), e), f), g) and h) also apply to the use of own shares that were acquired pursuant to the authorization issued by the Annual Stockholders' Meeting on May 20, 2016.
- l) The above authorization shall take effect on the start of the day two months after the date on which the last notice was published as the final notice relating to the share buy-back program announced on January 10, 2019, in accordance with Article 5

Para. 1 b) and Para. 3 of Regulation (EU) 596/2014 and Article 2 Para. 2 and Para. 3 of Commission Delegated Regulation (EU) 2016/1052 using a European-wide media package, but no later than the start of January 1, 2020.

7. Amendment to Article 12 (Remuneration for the Supervisory Board) of the Articles of Association

The current provisions of Article 12 of the Articles of Association stipulate fixed remuneration for the Supervisory Board plus performance-based, variable remuneration with a view to long-term Company development. The amount of the variable remuneration depends on the performance of the share price of the Company compared with the Dow Jones STOXX 600 Chemicals SM Index during a period corresponding to the standard term of office for the Supervisory Board members. The current evaluation period used to determine variable remuneration will end following the Annual Stockholders' Meeting in 2020.

In future, Supervisory Board remuneration shall be converted to fixed remuneration only. A conversion of the Supervisory Board remuneration to mere fixed remuneration reflects the general developments among large German stock-listed companies. The previous variable, performance-based remuneration, for which the relevant evaluation period will end following the Company's Annual Stockholders' Meeting in 2020, is to be cancelled. No other changes are to be made. The fixed remuneration shall not be increased despite the cancellation of the performance-based remuneration. The above conversion shall already be resolved in this Annual Stockholders' Meeting, but shall not apply until after the current regular term of office for the Supervisory Board members and therefore after the Company's Annual Stockholders' Meeting in 2020. Until then, the Supervisory Board shall be remunerated under the previous stipulations of Article 12 of the Articles of Association.

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

Article 12 (Remuneration of the Supervisory Board) of the Articles of Association is canceled and rewritten as follows:

“Article 12 Remuneration of the Supervisory Board

(1) Each member of the Supervisory Board shall receive fixed annual remuneration of EURO 80,000 each (the “fixed remuneration”) for their services. The Chairman shall receive triple, his deputy one and a half times the fixed remuneration.

(2) Members of the Supervisory Board who belong to a committee shall receive in addition one half of the fixed remuneration. The Chairman of the Audit Committee shall receive in addition another half of the fixed remuneration. Members of the Supervisory Board

who chair a committee other than the Audit Committee shall receive in addition a quarter of the fixed remuneration. The committee to be set up pursuant to Section 27 Para. 3 Co-Determination Act (MitbestG) as well as the Nominations Committee shall not be considered committees in the sense of this Paragraph 2. In the context of the above policy, a member of the Supervisory Board shall receive a maximum totaling three times the fixed remuneration.

(3) The fixed remuneration shall be payable four weeks after the end of the fiscal year. Members of the Supervisory Board who are on the Supervisory Board or a committee or who chaired a committee only during part of the fiscal year shall receive a fixed remuneration that is reduced on a prorated basis.

(4) Each member of the Supervisory Board and its committees shall receive a meeting attendance fee of EURO 1,500 for each Supervisory Board meeting and committee meeting in which he participates. The committee to be set up pursuant to Section 27 Para. 3 MitbestG and the Nominations Committee shall not be considered committees in the sense of this Paragraph 4. The attendance fees due to the respective members of the Supervisory Board in a fiscal year shall be due together with the fixed remuneration payable for the fiscal year.

(5) All compensation set forth in Paragraphs (1) to (4) is subject to the addition of sales tax in the amount owed by law by the Supervisory Board members.

(6) The Company shall reimburse the members of the Supervisory Board for any out-of-pocket expenses incurred in connection with the exercise of their office, including any sales tax accrued on such reimbursement.

(7) The Company may take out liability insurance for the benefit of the members of the Supervisory Board to cover any legal liability arising from their activity on the Supervisory Board.”

The above provisions for remuneration of members of the Supervisory Board will first apply on the date after the Company's Annual Stockholders' Meeting in 2020. For the remuneration and settlement incurred until that time, the current provisions of Article 12 of the Articles of Association will apply. The Board of Management is instructed to report the amendment to Article 12 of the Articles of Association to the Commercial Register for LANXESS Aktiengesellschaft so that it is entered as soon as possible after the end of the Company's Annual Stockholders' Meeting in 2020.

The specific amendments to Article 12 of the Articles of Association can be found in the comparison that is part of the documents and information to be provided for the Annual Stockholders' Meeting.

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 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG

Pursuant to the resolution of the Annual Stockholders' Meeting on May 20, 2016, in accordance with Section 71 Para. 1 No. 8 AktG, the Company is authorized to acquire own shares in the amount of up to 10% of the share capital. Pursuant to the Board of Management resolution of January 10, 2019, the Company is currently utilizing this authorization and acquiring Company shares via the stock exchange. The number of shares of LANXESS Aktiengesellschaft to be acquired under the share buy-back program cannot exceed 9,152,293 units (this corresponds to 10% of the Company's share capital). The buy-back is limited to a purchase price to be used for the acquisition of shares (excluding incidental costs) of up to EUR 200 million. The shares are being bought back through a bank commissioned by LANXESS Aktiengesellschaft, exclusively via Xetra trading on the Frankfurt Stock Exchange. The acquisition, which began on January 14, 2019, is to end no later than December 31, 2019. After the buy-back program ends, the shares are to be redeemed. In all, until this report was prepared, 1,759,590 own shares (as of March 11, 2019) have already been purchased for a total purchase price of EUR 84,516,243.11. This accounts for EUR 1,759,590.00 of the share capital, and therefore approximately 1.92% of the Company's share capital. The Company regularly publishes notices about the current status of the share buy-back program. In the period from May 20, 2019 until May 31, 2019, there will be no buy-backs due to the Annual Stockholders' Meeting of the Company scheduled for May 23, 2019, and the subsequent dividend payment.

Because the previous authorization to acquire own shares will largely be used up by the current buy-back program, and the previous authorization from 2016 will expire on May 19, 2021, the authorization is to be renewed prematurely after completion of the current buy-back program. The term is to be limited to a period of five years from the date the resolution was adopted. The content of the new authorization largely corresponds to that of the previous authorization. The new authorization is to take effect two months after completion of the current share buy-back program, but no later than January 1, 2020. At that time, the current authorization to acquire and use own shares will be cancelled. In this manner, after completion of the current share buy-back program, the Company will be able without interruption in future to have full flexibility to use the advantages of a share buy-back for the Company and its Stockholders.

Creation of a new authorization to acquire own shares

The Board of Management and Supervisory Board therefore propose temporarily authorizing the Board of Management until May 22, 2024, to acquire and use own shares of the Company in the amount of 10% of the Company's share capital. Of relevance is the amount of share capital at the time the resolution is adopted by the Annual Stockholders' Meeting regarding the authorization or – if one of these values is lower – at the time this authorization becomes effective or the time this authorization is exercised.

According to a mandatory legal provision, the new shares acquired on the basis of the new authorization proposed, together with the other own shares that the Company has already acquired and still owns, cannot exceed 10% of the Company's share capital.

When acquiring new shares, the principles of equal treatment of the Stockholders under Section 53a AktG must be complied with. This is complied with when the acquisition of shares, as intended, takes place at the Board of Management's choice either on the stock exchange or by a public purchase offer to all Stockholders, or a public request to all Stockholders to submit an offer for sale. In the event of public request to submit an offer, the recipients of the request can decide how many shares and, if a price range has been defined, at what price they want to offer the shares to the Company. If a public purchase offer is oversubscribed or there are multiple equal offers from Stockholders to buy shares and not all are accepted, the acceptance must be based on ratios. For reasons of practicality and equal treatment, the ratio of tendered shares (tender ratio) should apply. The possibility to round numbers down is used to avoid fractional amounts when determining the ratios to be purchased. Thus, the number of shares to be acquired from individual tendering Stockholders can be rounded so that the acquisition of whole shares is possible in processing terms. This simplifies technical processing and is therefore in the interest of the Company and its Stockholders.

The possibility of acquisition and use of own shares, including by subordinate group companies or third parties on behalf of the Company or its subordinate group companies gives the Company additional flexibility when using own shares.

Use of own shares

The shares can be acquired and used for all legally permitted purposes. The authorization can also be exercised for the following purposes:

When selling own shares by way of offer to all Stockholders, the Stockholders' subscription rights will be granted; the subscription rights will be excluded in this case only for fractional amounts. This is to simplify the sale of own shares by making an offer to all Stock-

holders. Fractional amounts may result from the respective sales volume and from the fact that it is necessary to constitute a technically feasible subscription right relationship. 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. In contrast, the effort necessary for a sale of own shares by way of offer to all Stockholders without such an exclusion is much greater for the Company, which leads to additional costs. The shares excluded from subscription rights due to fractional amounts will be used in the best possible manner and in the Company's interest. 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 with an offer to all Stockholders.

The Company can sell the own shares acquired either over the counter or by way of offer to all Stockholders, if the sale is made for cash payment and the price of the shares is not significantly lower than the stock exchange price at the time of sale. Under this authorization, the option for simplified exclusion of stockholder subscription rights provided under Section 71 Para. 1 No. 8 AktG in application of Section 186 Para. 3 Sentence 4 AktG is being utilized. In the interest of expanding its stockholder base, the Company is to be given the ability to offer Company shares to institutional investors in particular. The authorization also allows for the issuance of shares on short notice. The proposed authorization therefore is used to secure a long-term, adequate equity base. This authorization can be used only under the condition that the amount of shares that are issued with the exclusion of stockholder rights under Section 186 Para. 3 Sentence 4 AktG is not more than 10% of the share capital, neither at the time the resolution is adopted by the Annual Stockholder Meeting regarding this authorization or at the time of exercise of this authorization. This ceiling relevant 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 analogous 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 relevant bonds were granted or imposed under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization. Relevant bonds can be option or convertible bonds or participation rights or participating bonds or even combinations of these instruments. Option or conversion rights under the proposed resolution are also satisfied if shares are issued in order to fulfil claims to the subscription of shares under conversion obligations or to defend against any claims to a reduction in the option or conversion price for the purposes of dilution protection by issuing additional shares.

Stockholders' asset and voting right interests remain adequately protected if stockholder subscription rights are excluded in application of Section 186 Para. 3 Sentence 4 AktG. Protection against dilution

is addressed by the fact that shares may only be sold at a price that is not significantly lower than the prevailing stock exchange 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 obtain the maximum disposal proceeds and minimize any discount on the stock exchange price, giving due consideration to the current market conditions. Any discount on the stock exchange price at the time of sale is expected to be less than 3%, but in any event no more than 5%.

The Company shall also be enabled to offer the own shares acquired instead of monetary payments for business combinations or when acquiring companies, parts of companies or interests in companies, and when acquiring other assets including rights and claims. This will provide the Company with the necessary room for maneuver that will allow it to flexibly take advantage of opportunities that arise to acquire other companies, interests in companies or parts of companies or to carry out business combinations, but also to acquire other assets, including rights and claims – quickly, flexibly and without impeding liquidity, in order to improve its competitive position and to strengthen its profitability, in particular without addressing the Annual Stockholders' Meeting which is often not possible from a time standpoint. Own shares are a key acquisition currency in current corporate practice. Often, the owners of attractive companies or other attractive assets demand shares of the buyer rather than a cash payment in consideration. So that the Company can also acquire companies or other assets of this kind, it must be able to offer shares as consideration. Without excluding subscription rights, the related advantages for the Company and Stockholders could not be obtained. In such a case, the Board of Management will ensure that the interests of the Stockholders are adequately safeguarded when the valuation ratios are determined. The Board of Management will take the stock exchange price of the Company's share into account in this process. However, a mechanical coupling of the valuation to a certain stock market price is not provided for here, in particular so as to prevent subsequent fluctuations in the stock market price from jeopardizing negotiation outcomes once they have been achieved. The Board of Management will make use of this authorization only when exclusion of the subscription right is in the well-understood interests of the Company and the Stockholders in the individual case. Moreover, the use of own shares for acquisitions does not mean that Stockholders' voting rights are diluted in comparison with the situation before the acquisition of own shares by the Company.

The Board of Management shall also be authorized to redeem the own shares acquired. The redemption of the shares will result in a capital decrease in principle without needing an additional resolution by the Annual Stockholders' Meeting. By way of exception, the Board of Management shall also be able to stipulate that the share capital remains unchanged upon redemption and instead the re-

demption will result in an increase to the remaining shares' proportion of the share capital under Section 8 Para. 3 AktG. Therefore, the Board of Management shall also be authorized to amend the Articles of Association with regard to the change in number of no-par value shares following redemption.

The Board of Management shall also be authorized to use the acquired own shares to meet obligations under conversion or option rights or conversion obligations under convertible and/or option bonds issued by the Company or its subordinate group companies, or under participation rights or participation bonds (or combinations of these instruments) that grant a conversion right or option right or stipulate a conversion obligation. The injection of debt by the aforementioned financing instruments is in the Company's interest, because this form of financing is possible at very attractive conditions. It also includes the ability to convert the debt to equity at a later time, or at least to report it in the balance sheet equivalent to equity and therefore particularly strengthen the Company's capital base. However, such financing is possible only if holders or creditors of such instruments can be given enough Company shares upon the exercise of conversion rights or the option, or for meeting a conversion obligation. It can be useful to fulfil the corresponding rights to the subscription of shares not with a capital increase but in whole or in part with own shares. Therefore the relevant use of own shares is proposed, with the exclusion of subscription rights. When deciding whether own shares shall be delivered or a capital increase will take place, the Board of Management will carefully weigh the interests of the Company and the Stockholders.

The Board of Management shall also be authorized to use the own shares acquired under the above authorization in order to grant holders of convertible and/or option bonds issued by the Company or its subordinate group companies, or under participation rights or participation bonds (or combinations of these instruments) that grant a conversion right or option right or stipulate a conversion obligation, own shares in the amount they would be entitled to after exercising the conversion or option right, or to which they would have a subscription right after fulfilment of the conversion obligation. The corresponding terms and conditions of issue generally provide for dilution protection in order to make it easier to place bonds on the capital market. One possibility for protecting against dilution consists in also granting the holders of bonds a right to subscribe to the shares in a share issue in which the Stockholders have a subscription right. They are thus treated in such a way as if they had already made use of their option of conversion right or had already fulfilled their conversion obligation. As in this case the dilution protection does not have to be guaranteed by a reduction of the option or conversion price, a higher issue price can be achieved for the shares to be issued when conversion is carried out or an option is exercised. This will reinforce the Company's liquidity. However, this procedure is only possible if the subscription right of the Stockholders is excluded in this respect.

The Board of Management shall also be authorized to offer the own shares acquired under the above authorization to persons who are or were employed by the Company or one of its affiliated companies for purchase. This is an authorization to issue so-called employee shares. The proposed exclusion of subscription rights is a requirement for issuing such employee shares. Under the Stock Corporation Act, the use of own shares to issue employee shares is permitted even without authorization of the Annual Stockholders' Meeting (Section 71 Para. 1 No. 2 AktG), but then only for issue to employees within one year of acquisition (Section 71 Para. 3 Sentence 2 AktG). However, the Board of Management is authorized here to use the own shares as employee shares without consideration of a deadline. The Board of Management can offer the shares for sale as usual and appropriate below the current stock exchange price in order to offer a purchase incentive. The issue of own shares for this purpose is in the interest of the Company and its Stockholders, because this promotes the identification of the relevant persons with the Company, the assumption of shared responsibility, and therefore an increase in Company value. This authorization is meant to enhance the Company's flexibility.

These authorizations shall also apply to own shares that were acquired under the authorization issued by the Annual Stockholders' Meeting on May 20, 2016, i.e. in particular for the own shares acquired under the current buy-back program. This provision can be relevant if the redemption of the own shares acquired under the current buy-back program was not yet effectively completed at the time that the new authorization is enacted.

The Board of Management will carefully review in each case leading to an exclusion of stockholder subscription rights whether the exclusion of stockholder subscription rights is in the interest of the Company and therefore the Stockholders as well.

The new authorization to acquire and use own shares is to take effect two months after completion of the current share buy-back program, but no later than January 1, 2020. The two-month deadline should give the Company sufficient time to implement the announced redemption of the shares bought back. However, because the buy-back is to be completed no later than December 31, 2019, the new authorization should take effect no later than January 1, 2020.

Utilization of new authorization

Apart from the current share buy-back program the Company has no specific plans to buy back or use its own shares. This is a precautionary resolution. Appropriate precautionary resolutions with the option to exclude subscription rights are standard at national and international level. In each of the individual cases mentioned in this authorization, the Board of Management will carefully review whether it will use the authorization to use own shares under exclusion of the Stockholders' subscription right. The Board of Management will only

do so if the exclusion of the subscription right lies, in the opinion of the Board of Management and the Supervisory Board, in the interest of the Company and therefore in the interest of its Stockholders. As in the past, the Board of Management will also exercise this authorization responsibly.

In the event of each utilization of the above authorization, the Board of Management will issue a corresponding report to the Annual Stockholders' Meeting. The same applies to utilization of the current authorization, on which the Board of Management will report in this Annual Stockholders' Meeting and in the next Annual Stockholders' Meeting after completion of the buy-back program.

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, but the Company has no voting rights from own 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 depositary institution and have registered with the Company in text form, in German or English, no later than on or before Thursday, May 16, 2019 (24:00 hours CEST). The verification of stock ownership must refer to the beginning of the 21st day prior to the Annual Stockholders' Meeting, i.e. Thursday, May 2, 2019 (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 Thursday, May 16, 2019 (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**

**email: 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 considered 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 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 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 is of no importance 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 evidencing of 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 Paras. 8 and 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 asm.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 asm.lanxess.com. The electronic proxy must be forwarded in due time in order to be considered. The same applies for a possible electronic revocation of the proxy.

Evidence of the appointment of an authorized representative may also be transmitted to the Company via the email address hv2019@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 Section 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 (with instructions) must be received by the Company no later than Wednesday, May 22, 2019, 12:00 hours (CEST) (receipt decisive) at the following address:

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

**Fax: +49 (0)89 309037-4675
email: hv2019@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 *asm.lanxess.com*. Authorizations and instructions issued on the Internet must have been completed by Wednesday, May 22, 2019, 18:00 hours (CEST) at the latest; until such 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 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
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 last possible date of receipt is therefore Monday, April 22, 2019, 24:00 hours (CEST). Any motions for amendments received after such day shall not be considered.

A motion for amendments will only be considered if the applicants prove that they have owned the aforementioned minimum number of shares for no less than 90 days prior to the request being received, and that they have held the minimum shareholding up until and including the decision of the Board of Management on the motion for amendments. Section 121 Para. 7 AktG shall apply mutatis mutandis to the calculation of the time period. Section 70 AktG must be complied with in calculating the minimum duration of ownership.

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

Countermotions 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. Countermotions 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: hv2019@lanxess.com**

Countermotions 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 Wednesday, May 8, 2019, 24:00 hours (CEST)) at the aforementioned 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 *asm.lanxess.com*. Any potential position statements by the administration will also be published at the stated Internet address.

Further information, in particular about the circumstances in which motions and nominations do not have to be made available, can be found on the website of the Company at *asm.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. The Board of Management may refuse to provide the information under the conditions set forth in Section 131 Para. 3 AktG, and the chairman of the meeting may limit the time Stockholders have to speak and raise questions under the conditions set forth in Section 16 Para. 4 of the Company's Articles of Association.

Further information is available on the Company's website at *asm.lanxess.com*.

7. Information on the Company's website and data privacy

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 *asm.lanxess.com*. Information about data privacy for Stockholders can be found in the annex to this Notice of Meeting.

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 Thursday, May 23, 2019, on the Internet at *asm.lanxess.com*. The other portions of the meeting will not be broadcast.

Cologne, April 2019

LANXESS Aktiengesellschaft
The Board of Management

Information on data privacy for Stockholders

LANXESS Aktiengesellschaft, Kennedyplatz 1, 50569 Cologne is the controller in charge of processing personal data of Stockholders (last and first names, address, email address, number of shares, share class, type of share ownership and number of admission ticket) and if necessary any personal data of the stockholder representatives based on the applicable data privacy laws. Processing of personal data is required by law in order to attend the Annual Stockholders' Meeting of LANXESS Aktiengesellschaft. The legal basis for processing is Article 6 (1) Sentence 1 c) General Data Protection Regulation (GDPR) in conjunction with Sections 118 et seq. AktG. LANXESS Aktiengesellschaft generally receives personal data from Stockholders via the registration office from the credit institutions that the Stockholders have hired to hold their shares (so-called custodian bank).

The providers mandated by LANXESS Aktiengesellschaft for the purposes of organizing the Annual Stockholders' Meeting process the personal data of Stockholders only upon instruction of LANXESS Aktiengesellschaft and only to the extent necessary to perform the service commissioned. All employees of LANXESS Aktiengesellschaft and the employees of the providers mandated that have access to personal data of the Stockholders and/or process this data are obligated to treat this data as confidential. In addition, personal data of Stockholders or stockholder representatives that take part in the Annual Stockholders' Meeting can be viewed by other Stockholders and stockholder representatives (particularly the list of attendees under Section 129 AktG) in accordance with the law. LANXESS Aktiengesellschaft will delete the personal data of the Stockholders in accordance with the law, particularly if the personal data is no longer needed for the original purposes of collection or processing, the data is no longer needed in relation to any administrative or legal proceedings, and there are no legal retention obligations.

In accordance with the law, the Stockholders have the right to obtain information about their personal data that was processed and to request the rectification or erasure of their personal data or limitation of processing. The Stockholders are also entitled to file a complaint with the supervisory authorities.

For comments and questions on the processing of personal data, Stockholders may contact the data protection officer of LANXESS Aktiengesellschaft at:

LANXESS Aktiengesellschaft
Markus Lehner
Kennedyplatz 1
50569 Cologne

Phone: +49 (0)221 8885-7437
Fax: +49 (0)221 8885-5288
email: markus.lehner@lanxess.com

For more information on data privacy, Stockholders may consult the website of LANXESS Aktiengesellschaft at <https://lanxess.com/en/privacy-statements/>.

LANXESS

Aktiengesellschaft
Kennedyplatz 1
50569 Cologne
Germany

Contact:

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+49 (0) 221 8885-1035

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