



**LANXESS Aktiengesellschaft  
Cologne**

- ISIN DE0005470405 -  
- German Securities Identification Number (WKN) 547040 -

**Publication pursuant to Article 5(1)(a) of Regulation (EU) No 596/2014  
and Article 2(1) of the Delegated Regulation (EU) No 2016/1052**

On 10 March 2020, the Board of Management of LANXESS AG ("**Company**") resolved and announced by way of an ad-hoc notification to make use of the authorization granted by the Stockholders' Meeting on 23 May 2019 pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) to acquire and use own shares and to acquire via the stock exchange own shares in a volume of up to EUR 500 million (excluding incidental costs), however, no more than 10% of the share capital of the Company. The share buy-back serves the sole purpose of reducing the capital of the Company within the meaning of Article 5(2)(a) of Regulation (EU) No 596/2014 ("**Market Abuse Regulation**") by way of redemption of the acquired shares and is split into two tranches of EUR 250 million each. In due course following the completion of the buy-back of the first tranche, a decision will be taken on the exact time period and the further details of the implementation of the second tranche of the buy-back.

Concerning the implementation of the **first tranche** of the buy-back the following is announced:

The buy-back of the first tranche will commence on 12 March 2020. In the time period at the longest until 10 March 2021, own shares in a volume of up to EUR 250 million (excluding incidental costs) shall be bought back, however, no more than 8,744,785 shares (this corresponds to 10% of the Company's share capital). In the time period from 8 May 2020 until 22 May 2020 (each including), no shares will be bought back due to the ordinary stockholders' meeting of the Company scheduled for 13 May 2020 and the subsequent dividend payment. The buy-back will be implemented exclusively on the electronic trading platform of the Frankfurt Stock Exchange (Xetra).

On the basis of the closing price in the Xetra-trading on 9 March 2020, i.e. EUR 40.30, a total of 6,203,474 shares would be bought back in the first tranche of the buy-back for an aggregate amount of EUR 250 million (rounded; excluding incidental costs). In the case of a rising or falling share price, the number of shares to be bought back in the first tranche of the buy-back will change accordingly, however, not going beyond the mentioned maximum number of shares.

The buy-back will be lead-managed by a credit institution mandated by the Company. The credit institution makes its trading decisions concerning the timing of the purchases of shares independently of and uninfluenced by the Company in accordance with Article 4(2)(b) of the Delegated Regulation (EU) No 2016/1052 ("**Buyback Regulation**"). The Company will thus not exercise any influence over the decisions of the credit institution. The right of the Company to terminate the mandate with the credit institution and to reassign it in compliance with legal provisions remains unaffected. The right to prematurely terminate the buy-back and, if necessary, to suspend and resume the buy-back program remains unaffected within the limits of applicable law.

The buy-back will be carried out based on the authorization granted by the Stockholders' Meeting on 23 May 2019 and in compliance with the applicable regulatory constraints of the Market Abuse Regulation and Articles 2 to 4 of the Buyback Regulation in order for the buy-back to be covered by the safe harbour regulations for share buy-backs. In particular, the relevant purchase price (excluding incidental acquisition costs) for the shares to be bought back must not exceed or fall below the price of the Company's shares determined in the opening auction on the trading day in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange by more than 10%. In addition, the purchase price must not be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the stock exchange where the purchase is carried out. Furthermore, the credit institution must not purchase on any trading day in total more than 25% of the average daily volume of the shares on the stock exchange on which the purchase is carried out. The average daily volume of shares is based on the average daily volume traded in the 20 trading days preceding the specific date of purchase.

Information on the transactions relating to the share buy-back will be adequately disclosed in a detailed and an aggregated form no later than on the seventh trading day following their execution. In addition, the Company will post on its website ([www.lanxess.com](http://www.lanxess.com)) under section 'Investor Relations' the transactions disclosed and keep that information available for the public for at least a 5-year period from the date of public disclosure.

Cologne, 11 March 2020

The Board of Management