

Dated 26 June 2013

Supplement within the meaning of Article 16(1) of Directive 2003/71/EC, as amended, (the "**Prospectus Directive**"), and Article 13 (1) of the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Prospectus Act**") dated 26 June 2013 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**" or the "**Prospectus**").



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**")

This First Supplement is supplemental to, and should be read in conjunction with the Debt Issuance Programme 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 First Supplement. To the extent that there is any inconsistency between (a) any statements in this First Supplement or any statement incorporated by reference into the Prospectus by this First 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 First Supplement.

This First Supplement has been approved by the Commission de Surveillance du Secteur Financier of the Grand Duchy of Luxembourg (the "CSSF") in its capacity as competent authority under the Luxembourg Prospectus Act for the purposes of the Prospectus Directive, has been filed with said authority and will be published in electronic form - together with the documents incorporated by reference - on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of LANXESS Aktiengesellschaft (www.lanxess.de). A copy of this First Supplement can also be obtained from the Paying Agent in Luxembourg as described on page 184 of the Prospectus.

Each Issuer has requested 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 First 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 First Supplement shall only be distributed in connection with the Prospectus.

By virtue of this First Supplement the following from the unaudited, condensed consolidated interim Financial Statements of LANXESS Group for Q1 2013 shall be deemed to be incorporated in, and form part of, the Prospectus.

Item	Page number in the LANXESS GROUP Interim Report Q1 2013 as of 31 March 2013
Statement of Financial Position	14
Income Statement	15
Statement of Comprehensive Income	16
Statement of Changes in Equity	16
Statement of Cash Flows	17
Notes to the Condensed Consolidated Interim Financial Statements	19 to 22

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 First 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 First Supplement, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 (1) of the Luxembourg Prospectus Act arose before the final closing of the offer to the public and the delivery of the securities. This First Supplement was approved on 26 June 2013, consequently investors can withdraw their acceptances until 28 June 2013. 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 ADRESSES of the Prospectus on page 184.

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 First 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 First 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 First 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 First 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 First 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 First Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this First 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.Changes relating to the Summary and the German translation of the Summary

a) Change to Element B.12 in "Section B – LANXESS Aktiengesellschaft as [Issuer] [Guarantor]"

Element B.12 in "Section B – LANXESS Aktiengesellschaft as Issuer][Guarantor]" in the Summary on pages 9-11 of the Prospectus shall be deleted and replaced by the following:

"

B.12	Selected historical key financial information	In € million	1 January to 31 March		1 January to 31 December	
			2013	2012	2012	2011
			(unaudited)		(audited)	
		Sales	2,095	2,388	9,094	8,775
		Operating result (EBIT)	67	277	810	776
		Income after income taxes	24	192	515	507
		Net cash provided by (used in) operating activities	(160)	129	838	672
		Cash outflows for purchases of intangible assets, property, plant and equipment	93	92	696	679
		Total assets	7,603	7,519 ¹	7,519	6,878
		Equity	2,386	2,331 ²	2,331	2,074
	A statement that there has been no material adverse change in the prospects of the [Issuer] [Guarantor] since the date of its last published audited financial statements or a description of any material adverse change	There has been no material adverse change in the prospects of LANXESS AG since 31 December 2012.				
	A description of significant changes in the financial or trading position subsequent to the	There has been no significant change in the financial or trading position of LANXESS AG since 31 March 2013.				

¹ As of 31 December 2012

² As of 31 December 2012

	period covered by the historical financial information	
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b) Change to Punkt B.12 in "Abschnitt B – LANXESS Aktiengesellschaft als [Emittentin][Garantin]"

Punkt B.12 in "Abschnitt B – LANXESS Aktiengesellschaft als [Emittentin][Garantin]" in the German Translation of the Summary on pages 24-26 of the Prospectus shall be deleted and replaced by the following:

B.12	Ausgewählte wesentliche historische Finanzinformationen	In Millionen €			
		1. Januar bis 31. März 2013		1. Januar bis 31. Dezember 2011	
		(ungeprüft)		(geprüft)	
		2.095	2,388	9.094	8.775
		67	277	810	776
		24	192	515	507
		(160)	129	838	672
		93	92	696	679
		7.603	7.519 ³	7.519	6.878
		2.386	2.331 ⁴	2.331	2.074
	Eine Erklärung, dass sich die Aussichten der [Emittentin] [Garantin] seit dem Datum des letzten veröffentlichten geprüften Abschlusses nicht wesentlich verschlechtert haben, oder Beschreibung jeder wesentlichen Verschlechterung	Seit dem 31. Dezember 2012 sind keine wesentlichen nachteiligen Veränderungen in den Aussichten der LANXESS AG eingetreten.			
	Eine Beschreibung wesentlicher Veränderungen bei Finanzlage oder Handelsposition der [Emittentin] [Garantin], die nach dem von den historischen Finanzinformationen abgedeckten Zeitraum eingetreten	Seit dem 31. März 2013 sind keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition der LANXESS AG eingetreten.			

³ Zum 31. Dezember 2012

⁴ Zum 31. Dezember 2012

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2.) Change to section "LANXESS AG"

a) The first sub-paragraph and the following table within the paragraph "2. SELECTED FINANCIAL INFORMATION" (page 149 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 unaudited, condensed consolidated interim financial statements of LANXESS AG as of 31 March 2013 and the audited consolidated financial statements of LANXESS AG for the year ended 31 December 2012. The unaudited, condensed consolidated interim financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards (IFRS) and related interpretations of the International Accounting Standards Board (IASB) applicable to interim financial reporting, required to be applied in the European Union (EU), and the audited consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards as adopted by the EU (IFRS).

	1 January to 31 March		1 January to 31 December	
	2013	2012	2012	2011
In € million	(unaudited)		(audited)	
Sales	2,095	2,388	9,094	8,775
Operating result (EBIT)	67	277	810	776
Income after income taxes	24	192	515	507
Net cash provided by (used in) operating activities	(160)	129	838	672
Cash outflow for purchases of intangible assets, property, plant and equipment	93	92	696	679
Total assets	7,603	7,519 ⁵	7,519	6,878
Equity	2,386	2,331 ⁶	2,331	2,074
"				

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

The following paragraph shall be added to the section "LANXESS AG – 10. TREND INFORMATION – B. RECENT DEVELOPMENTS" (page 156 of the Prospectus):

"On May 23, 2013 LANXESS AG's annual general meeting passed the resolution to change the articles of association with respect to the company's registered seat. Accordingly, as of August 1, 2013 LANXESS AG's registered seat will be Cologne and its business address will be Kennedyplatz 1, 50569 Cologne"

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

The following paragraph shall be added to the section "LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION" (pages 162 and 163 of the Prospectus):

"The unaudited, condensed consolidated interim financial statements of LANXESS AG as of 31 March 2013, prepared in accordance with International Financial Reporting Standards (IFRS) and related interpretations of the International

⁵ As of 31 December 2012

⁶ As of 31 December 2012

Accounting Standards Board (IASB) applicable to interim financial reporting, required to be applied in the European Union, contained in LANXESS' Interim Report Q1 2013 on pages 14 to 22, are incorporated by reference into this Prospectus."

3) Change to section "INCORPORATION BY REFERENCE"

The following items shall be added to the list within section "INCORPORATION BY REFERENCE" (page 182 and page 183)

"- LANXESS GROUP Interim Report Q1 2013 as of 31 March 2013

- the unaudited, condensed consolidated interim financial statements of LANXESS GROUP ended 31 March 2013, consisting of

- Statement of Financial Position (page 14 of the Interim Report Q1 2013)
- Income Statement (page 15 of the Interim Report Q1 2013)
- Statement of Comprehensive Income (page 16 of the Interim Report Q1 2013)
- Statement of Changes in Equity (page 16 of the Interim Report Q1 2013)
- Statement of Cash Flows (page 17 of the Interim Report Q1 2013)
- Notes to the Condensed Consolidated Interim Financial Statements (pages 19 to 22 of the Interim Report Q1 2013)"

Save as disclosed in this First 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.