

Second Supplement dated 27 September 2016  
to the Debt Issuance Programme Prospectus dated 3 May 2016  
as supplemented by the First Supplement dated 12 September 2016

*This document constitutes a supplement (the "**Second Supplement**") within the meaning of Article 16 of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (the "**Prospectus Directive**"), to 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, as amended ("**Non-Equity Securities**") (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This Second Supplement is supplemental to, and should be read in conjunction with the Prospectus dated 3 May 2016 as supplemented by the first supplement dated 12 September 2016 (the "**First Supplement**" and together with the Prospectus, the "**Supplemented Prospectus**"). Therefore, with respect to future issues of Notes under the Programme of LANXESS Aktiengesellschaft, references in the Final Terms to the Supplemented Prospectus are to be read as references to the Supplemented Prospectus as further supplemented by this Second Supplement.



## *LANXESS Aktiengesellschaft*

(incorporated in the Federal Republic of Germany)

as Issuer

EUR 5,000,000,000

Programme for the Issuance of Debt Instruments (the "**Programme**")

The 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 law dated 10 July 2005 on prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*), as amended (the "**Luxembourg Law**"), which transforms the Prospectus Directive into Luxembourg law, to approve this Second Supplement and to provide the competent authorities in the Federal Republic of Germany and the Republic of Austria with a certificate of approval attesting that the Second Supplement has been drawn up in accordance with the Luxembourg Law ("**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host member states within the European Economic Area with a Notification.

This Second Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of LANXESS ([www.lanxess.com](http://www.lanxess.com)).

LANXESS Aktiengesellschaft, with its registered office in Cologne, Federal Republic of Germany (the "**Issuer**", "**LANXESS**", "**LANXESS AG**", the "**Company**" and, together with its affiliated companies within the meaning of the German Stock Corporation Act (*Aktiengesetz*), the "**LANXESS Group**" or the "**Group**") is solely responsible for the information given in this Second Supplement.

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

Terms defined or otherwise attributed meanings in the Supplemented Prospectus have the same meaning in this Second Supplement.

This Second Supplement shall only be distributed in connection with and only be read in conjunction with the Supplemented Prospectus.

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in or incorporated by reference into the Supplemented Prospectus, the statements in this Second Supplement will prevail.

Save as disclosed on pages 3 to 5 of this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Supplemented Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Supplemented Prospectus.

The Issuer has confirmed to the Dealers that the Supplemented Prospectus as further supplemented by this Second Supplement contains all information with regard to the Issuer and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, the information contained therein with respect to the Issuer and the Notes is accurate in all material respects and is not misleading, the opinions and intentions expressed therein with respect to the Issuer and the Notes are honestly held, there are no other facts with respect to the Issuer or the Notes the omission of which would make the Supplemented Prospectus as further supplemented by this Second 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 therein.

No person has been authorised to give any information which is not contained in or not consistent with the Supplemented Prospectus as further supplemented by this Second Supplement or any other document entered into in relation to the Programme or any information supplied by the 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 Issuer, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Supplemented Prospectus as further supplemented by this Second Supplement, excluding the Issuer, is responsible for the information contained in the Supplemented Prospectus as further supplemented by this Second Supplement or completed by 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.

**In accordance with Article 13 paragraph 2 of the Luxembourg Law, where the Supplemented Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes before this Second Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Second Supplement, until 29 September 2016, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 paragraph 1 of the Luxembourg Law arose before the final closing of the offer to the public and the delivery of the Notes.**

**I. Supplemental and Replacement information pertaining to the SUMMARY and its German Translation**

***1. Replacement information pertaining to "SUMMARY – Section B – LANXESS Aktiengesellschaft"***

**- On page 4 of the Supplemented Prospectus, "Element B.13– Recent Events" shall be supplemented by the following:**

		<p>"On 25 September 2016, a US entity of the LANXESS Group signed a merger agreement with Chemtura Corporation ("<b>Chemtura</b>"). Chemtura is a US-based specialty chemical company which provides flame retardant- and lubricant additives. The company employs worldwide approximately 2,500 employees and has 20 sites in 11 countries. Chemtura headquarters are in Philadelphia, Pennsylvania. The stock listed company reported in the last four quarters (Q2 2016 LTM) sales of around €1.5 billion (US \$1.7 billion).</p> <p>To acquire the company, LANXESS is offering US \$33.50 per share in cash to Chemtura's shareholders, which values the equity of the company at approximately €1.9 billion (US \$2.1 billion). Total enterprise value including net financial debt and pension obligations accounts to approximately €2.4 billion (US \$2.6 billion). Closing of the acquisition is expected by mid-2017 and is subject to approval by shareholders of Chemtura and the relevant regulatory authorities.</p> <p>LANXESS will finance the envisaged acquisition with a combination of cash on balance sheet and a €2.0 billion committed bridge loan facility. The bridge loan facility is expected to be refinanced in the senior and hybrid bond markets potentially ahead of closing of the acquisition."</p>
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**- On page 5 of the Supplemented Prospectus, "Element B.17– Credit ratings assigned to the issuer" shall be replaced entirely by the following:**

<b>"B.17"</b>	Credit ratings assigned to the Issuer	Standard and Poor's Credit Market Services Europe Limited (" <b>Standard &amp; Poor's</b> ") <sup>1,2</sup> has assigned the long-term credit rating BBB <sup>-4</sup> (outlook negative) and Moody's Investors Service Ltd. (" <b>Moody's</b> ") <sup>3,2</sup> has assigned an Baa3 <sup>4</sup> (outlook stable) rating to the Issuer."
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***2. Supplemental and Replacement information pertaining to the German translation of the Summary section "GERMAN TRANSLATION OF THE SUMMARY – Abschnitt B – LANXESS Aktiengesellschaft"***

**- On page 18 of the Supplemented Prospectus, "Punkt B.13– Jüngste Entwicklungen" shall be supplemented by the following:**

<sup>1</sup> Standard & Poor's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

<sup>2</sup> The European Securities and Markets Authority publishes on its website (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

<sup>3</sup> Moody's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

<sup>4</sup> A credit rating assesses the creditworthiness of an entity and informs an investor therefore about the probability of the entity being able to redeem invested capital. It is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

		<p>"Am 25. September 2016 hat eine US Gesellschaft der LANXESS Gruppe eine Vereinbarung zum Zusammenschluss mit der Chemtura Corporation ("<b>Chemtura</b>") unterzeichnet. Chemtura ist ein Spezialchemie-Konzern aus den USA und Anbieter von Flammenschutz- und Schmierstoff-Additiven. Das Unternehmen beschäftigt weltweit rund 2.500 Mitarbeiter und ist an 20 Standorten in 11 Ländern aktiv. Der Hauptsitz des Unternehmens ist Philadelphia/Pennsylvania. Der börsennotierte Konzern erzielte in den vergangenen vier Quartalen (Q2 2016 LTM) einen Umsatz von rund €1,5 Milliarden (US \$1,7 Milliarden).</p> <p>Für die Übernahme des Unternehmens bietet LANXESS den Anteilseignern von Chemtura einen Betrag von US \$ 33,50 je Aktie in bar an. Daraus resultiert eine Eigenkapitalbewertung von etwa €1,9 Milliarden (US \$2,1 Milliarden). Der Unternehmenswert inklusive Nettoverschuldung und Pensionsverbindlichkeiten beläuft sich auf etwa €2,4 Milliarden (US \$2,6 Milliarden). Abschluss der Akquisition wird bis Mitte 2017 erwartet und unterliegt der Zustimmung der Chemtura-Aktionäre als auch der zuständigen Kartellbehörden.</p> <p>LANXESS wird die geplante Akquisition mit einer Kombination von bestehender Liquidität und einer bestehenden Brückenfinanzierung in Höhe von €2,0 Milliarden finanzieren. Die Brückenfinanzierung wird vermutlich noch vor Abschluss der Akquisition durch Senior- und Hybridanleihen abgelöst."</p>
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- On page 19 of the Supplemented Prospectus, "**Punkt B.17– Kreditratings der Emittentin**" shall be replaced entirely by the following:

" <b>B.17</b>	Kreditratings der Emittentin	LANXESS AG wurde von Standard and Poor's Credit Market Services Europe Limited (" <b>Standard &amp; Poor's</b> ") <sup>1,2</sup> das langfristige Kreditrating BBB <sup>-4</sup> (Ausblick negativ) und von Moody's Investors Service Ltd. (" <b>Moody's</b> ") <sup>3,2</sup> ein Baa3 <sup>4</sup> (Ausblick stabil) Rating erteilt."
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## II. Supplemental and replacement information pertaining to the section "LANXESS AG"

- The section "**10. TREND INFORMATION – B. RECENT DEVELOPMENTS**" on page 139 of the Supplemented Prospectus shall be supplemented by the following:

"On 25 September 2016, a US entity of the LANXESS Group signed a merger agreement with Chemtura Corporation ("**Chemtura**"). Chemtura is a US-based specialty chemical company which provides flame retardant- and lubricant additives. The company employs worldwide approximately 2,500 employees and has 20 sites in 11

<sup>1</sup> Standard & Poor's hat seinen Sitz in der Europäischen Gemeinschaft und ist gemäß der Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009 über Ratingagenturen, in der jeweils geltenden Fassung (die "**Ratingagentur-Verordnung**"), registriert.

<sup>2</sup> Die Europäische Wertpapier und Marktaufsichtsbehörde veröffentlicht auf ihrer Webseite (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) ein Verzeichnis der nach der Ratingagentur-Verordnung registrierten Ratingagenturen. Dieses Verzeichnis wird innerhalb von fünf Werktagen nach Annahme eines Beschlusses gemäß Artikel 16, 17 oder 20 der Ratingagentur-Verordnung aktualisiert. Die Europäische Kommission veröffentlicht das aktualisierte Verzeichnis im Amtsblatt der Europäischen Union innerhalb von 30 Tagen nach der Aktualisierung.

<sup>3</sup> Moody's hat seinen Sitz in der Europäischen Gemeinschaft und ist gemäß der Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009 über Ratingagenturen, in der jeweils geltenden Fassung, (die "**Ratingagentur-Verordnung**") registriert.

<sup>4</sup> Ein Kreditrating ist eine Einschätzung der Kreditwürdigkeit einer Rechtsperson und informiert den Anleger daher über die Wahrscheinlichkeit mit der die Rechtsperson in der Lage ist, angelegtes Kapital zurückzuzahlen. Es ist keine Empfehlung Wertpapiere zu kaufen, zu verkaufen oder zu halten und kann jederzeit durch die Ratingagentur geändert oder zurückgenommen werden.

countries. Chemtura headquarters are in Philadelphia, Pennsylvania. The stock listed company reported in the last four quarters (Q2 2016 LTM) sales of around €1.5 billion (US \$1.7 billion).

To acquire the company, LANXESS is offering US \$33.50 per share in cash to Chemtura's shareholders, which values the equity of the company at approximately €1.9 billion (US \$2.1 billion). Total enterprise value including net financial debt and pension obligations accounts to approximately €2.4 billion (US \$2.6 billion). Closing of the acquisition is expected by mid-2017 and is subject to approval by shareholders of Chemtura and the relevant regulatory authorities.

LANXESS will finance the envisaged acquisition with a combination of cash on balance sheet and a €2.0 billion committed bridge loan facility. The bridge loan facility is expected to be refinanced in the senior and hybrid bond markets potentially ahead of closing of the acquisition."

**- The section "15. Rating" on page 146 of the Supplemented Prospectus shall be replaced by the following:**

"Standard and Poor's Credit Market Services Europe Limited ("**Standard & Poor's**")<sup>1,2</sup>, has assigned the longterm credit rating BBB<sup>-4</sup> (Ausblick negativ) and Moody's Investors Service Ltd. ("**Moody's**")<sup>3,2</sup>, has assigned an Baa3<sup>4</sup> (outlook stable) rating to LANXESS."

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<sup>1</sup> Standard & Poor's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

<sup>2</sup> The European Securities and Markets Authority publishes on its website (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

<sup>3</sup> Moody's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

<sup>4</sup> A credit rating assesses the creditworthiness of an entity and informs an investor therefore about the probability of the entity being able to redeem invested capital. It is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.