

Third Supplement dated 11 March 2022  
to the Debt Issuance Programme Prospectus dated 14 May 2021 as supplemented by the First Supplement dated 30  
August 2021 and the Second Supplement dated 19 November 2021

*This document constitutes a supplement (the "**Third Supplement**") within the meaning of Article 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**"), to the base prospectus of LANXESS Aktiengesellschaft in respect of non-equity securities within the meaning of Article 2(c) of the Prospectus Regulation ("**Non-Equity Securities**") (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This Third Supplement is supplemental to, and should only be read in conjunction with the Prospectus dated 14 May 2021 as supplemented by the First Supplement dated 30 August 2021 and the Second Supplement dated 19 November 2021 (together, the "**Supplemented Prospectus**"). Therefore, with respect to future issues of Notes under the Programme of LANXESS Aktiengesellschaft, references in the Final Terms to the Prospectus are to be read as references to the Supplemented Prospectus as supplemented by this Third Supplement.



## *LANXESS Aktiengesellschaft*

(incorporated in the Federal Republic of Germany)  
as Issuer

€ 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 Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129*), as amended (the "**Luxembourg Law**") to approve this Third 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 Third Supplement has been drawn up in accordance with the Prospectus Regulation ("**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 Third 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 (<https://lanxess.com/en/Investors/Creditor-Relations/Debt-Issuance-Programme/Debt-Issuance>).

## RESPONSIBILITY STATEMENT

LANXESS Aktiengesellschaft, with its registered office at Kennedyplatz 1, 50569 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 Third Supplement.

The Issuer hereby declares that to the best of its knowledge the information contained in this Third Supplement, for which it is responsible, is in accordance with the facts and that this Third Supplement makes no omission likely to affect its import.

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

This Third Supplement should only be distributed in connection with and should only be read in conjunction with the Supplemented Prospectus.

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

Save as disclosed in this Third 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 supplemented by this Third 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 supplemented by this Third 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 supplemented by this Third 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 supplemented by this Third Supplement, excluding the Issuer, is responsible for the information contained in the Supplemented Prospectus as supplemented by this Third 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.

### **RIGHT TO WITHDRAW**

In accordance with Article 23 (2a) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes before this Third Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted have the right, exercisable within three working days after the publication of this Third Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 16 March 2022. Investors should contact the Issuer at the address specified on the last page of this Third Supplement for the exercise of the right of withdrawal.

## **I. Supplemental information pertaining to the section "RISK FACTORS"**

- The section "Risk Factors regarding LANXESS AG - 7. Legal and country-specific environment and compliance" on page 14 of the Prospectus shall be supplemented by the following:

### ***"Geopolitical risk***

Geopolitical risks significantly intensified at the beginning of 2022, especially with the military intervention of Russia in Ukraine. The effects of the escalating political and military conflict in conjunction with sanctions imposed to or by Russia are unpredictable and have the potential to significantly impact international financial markets and economies. Direct business exposure of LANXESS to Ukraine is negligible while sales to Russia represent less than 1% of group sales. Adverse effects may result from increasing prices for procurement of energy resulting in higher inflation. Negative effects on LANXESS' earnings can arise from global economic slowdown and the disruption of supply chains. Volatility on and stress to global financial markets might result in limited access of LANXESS to capital market and bank financing."

## **II. Supplemental and replacement information pertaining to the section "LANXESS AG"**

- The section "1. STATUTORY AUDITORS" on page 148 of the Supplemented Prospectus shall be supplemented by the following:

"PricewaterhouseCoopers GmbH, Wirtschaftsprüfungsgesellschaft, Konrad-Adenauer-Ufer 11, 50668 Cologne, Germany (hereinafter referred to as "PwC"), was appointed as the statutory auditor of LANXESS AG for the business year ended 31 December 2021. PwC has audited the consolidated financial statements of LANXESS AG as of and for the business year ended 31 December 2021 and has issued an unqualified auditor's report (*uneingeschränkter Bestätigungsvermerk*). PwC is a member of the Chamber of Public Accountants (*Wirtschaftsprüferkammer*), Rauchstrasse 26, 10787 Berlin, Germany."

- The section "2. SELECTED FINANCIAL INFORMATION" on pages 148 to 150 of the Supplemented Prospectus shall be supplemented by the following:

"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 as of and for the year ended 31 December 2021. 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>1 January to 31 December</b>	
	<b>2021</b>	<b>2020</b>
Sales	7,557	6,104
EBITDA <sup>1</sup> (pre exceptionals) <sup>2</sup>	1,010	862
Operating result (EBIT)	350	253
Income after income taxes (attributable to LANXESS AG stockholders / net income)	267	885
Net cash provided by operating activities (continuing operations)	439	594
Net cash provided by operating activities – total	407	585
Cash outflows for purchases of intangible assets, property, plant and equipment	(479)	(456)
Net cash used in investing activities – total	(432)	(353)
Net cash provided by/used in financing activities – total	389	(247)
<b>In € million</b>	<b>31 December 2021</b>	<b>31 December 2020</b>
Total assets	10,518	8,880
Equity	3,762	2,999
Net financial liabilities after deduction of short-term money market investments and securities	2,245	1,012

<sup>1</sup> EBITDA is calculated from earnings before interest and income taxes (EBIT) by adding back depreciation and impairments of property, plant, and equipment as well as amortization and impairments of intangible assets and subtracting reversals of impairment charges on property, plant, equipment and intangible assets. Grants and subsidies from third parties for the acquisition and construction of property, plant and equipment are accounted for as deferred income using the gross method. In this respect, no adjustments other than for gross depreciation and amortization are made when calculating EBITDA.

<sup>2</sup> EBITDA pre exceptionals is EBITDA disregarding exceptional items. Such exceptional items are effects of an unusual nature or magnitude but for which inclusion in the evaluation of business performance over several reporting periods does not seem to be appropriate. They may include write-downs reversals of impairment charges or the proceeds from the disposal of assets, certain expenses for strategic projects in the fields of IT and digitalization, restructuring expenses and income from the reversal of provisions established in this connection, and reductions in earnings resulting from portfolio adjustments or purchase price allocations.  
For the reconciliation of EBITDA pre exceptionals to operating result (EBIT), see the table on page 6 below.

### Reconciliation of EBITDA Pre Exceptionals to Operating Result (EBIT)

The line items "EBITDA pre exceptionals" in the table above have been reconciled as follows:

In € million	1 January to 31 December	
	2021	2020
EBITDA <sup>1</sup> (pre exceptionals) <sup>2</sup>	1,010	862
Amortization, depreciation, write-downs and reversals of impairment charges of intangible assets, property, plant and equipment	(513)	(504)
Exceptional items affecting EBITDA	(147)	(105)
Operating result (EBIT)	350	253

EBITDA pre exceptionals is the central indicator that LANXESS uses to steer the business operations of the LANXESS Group and the individual segments. Every operational decision or achievement is judged in the short and long term by its sustainable impact on EBITDA pre exceptionals. LANXESS uses EBITDA pre exceptionals as key controlling parameter because it facilitates assessment of the company's development over several reporting periods.

#### Margin on EBITDA Pre Exceptionals per segment and for the Group

In %	1 January to 31 December	
	2021	2020
Advanced Intermediates	17.1%	19.0% <sup>3</sup>
Specialty Additives	14.1%	14.1% <sup>3</sup>
Consumer Protection	18.2%	21.4% <sup>3</sup>
Engineering Materials	14.1%	12.7% <sup>3</sup>
Group	13.4%	14.1% <sup>3"</sup>

<sup>3</sup> prior-year figure restated

<sup>1</sup> EBITDA is calculated from earnings before interest and income taxes (EBIT) by adding back depreciation and impairments of property, plant, and equipment as well as amortization and impairments of intangible assets and subtracting reversals of impairment charges on property, plant, equipment and intangible assets. Grants and subsidies from third parties for the acquisition and construction of property, plant and equipment are accounted for as deferred income using the gross method. In this respect, no adjustments other than for gross depreciation and amortization are made when calculating EBITDA.

<sup>2</sup> EBITDA pre exceptionals is EBITDA disregarding exceptional items. Such exceptional items are effects of an unusual nature or magnitude but for which inclusion in the evaluation of business performance over several reporting periods does not seem to be appropriate. They may include write-downs reversals of impairment charges or the proceeds from the disposal of assets, certain expenses for strategic projects in the fields of IT and digitalization, restructuring expenses and income from the reversal of provisions established in this connection, and reductions in earnings resulting from portfolio adjustments or purchase price allocations.

**- The section "10. TREND INFORMATION – RECENT DEVELOPMENTS" on page 153 to 154 of the Supplemented Prospectus shall be supplemented by the following:**

" As of 1 March 2022, the High Performance Materials business unit (BU HPM) is an independent legal entity in Germany. It operates under the name "LANXESS Performance Materials GmbH" as a wholly owned subsidiary of LANXESS Deutschland GmbH. LANXESS announced its plans to transfer HPM into an independent legal structure in November last year in order to create the best possible growth opportunities for high-performance plastics business. The employees in the BU HPM, who were previously employed by LANXESS Deutschland GmbH, were transferred to the new legal entity by way of a partial transfer of operations. Germany is the first region in which the legal independence of HPM has been completed. It will now be followed by legal independence in the other countries where HPM is represented. Around 1,900 employees work for the BU HPM at 14 locations worldwide."

**- The table under the heading "11. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES – A. MANAGEMENT " on pages 154 to 155 of the Supplemented Prospectus shall be replaced by the following:**

"The Board of Management of LANXESS AG consists of the following members:

Offices held by Board of Management:

Member of Board	
Matthias Zachert (CEO)	Chairman of the Executive Board of LANXESS Deutschland GmbH Member of the Supervisory Board of Siemens AG
Michael Pontzen (CFO)	Member of the Executive Board of LANXESS Deutschland GmbH Member of the Board of Directors of LANXESS Corp. Member of the Board of Directors of LANXESS Solutions Korea Inc. Member of the Board of Directors of EPM Polymer Additives Holding Corp. Member of the Board of Directors of Emerald Performance Materials, LLC
Dr. Hubert Fink	Member of the Executive Board of LANXESS Deutschland GmbH Chairman of the Supervisory Board of Saltigo GmbH Executive member of the Board of Administration of LANXESS N.V.
Dr. Anno Borkowsky	Member of the Executive Board of LANXESS Deutschland GmbH Chairman of the Board of Directors of LANXESS Hong Kong Ltd. Chairman of the Board of Directors of LANXESS Corp. Chairman of the Board of Directors of LANXESS Chemical (China) Co. Ltd. Chairman of the Board of Directors of LANXESS India Private Ltd.
Dr. Stephanie Coßmann	Member of the Executive Board of LANXESS Deutschland GmbH Member of the Board of Administration of LANXESS N.V."

- The table under the heading "11. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES – B. SUPERVISORY BOARD" on pages 155 to 156 of the Supplemented Prospectus shall be replaced by the following:

"The Supervisory Board of LANXESS AG consists of the following members:

Member of Board	Further Offices
Dr. Matthias L. Wolfgruber (Chairman)	Chairman of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Chairman of the Supervisory Board of ALTANA AG, Wesel Member of Board of Directors of Cabot Corporation, Boston Massachusetts/USA
Birgit Bierther	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne
Hans van Bylen	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Chairman of the Board of Directors of Ontex Group NV, Erembodegem (Aalst), Belgium Member of the Board of Directors of Etex NV, Luchthaven Brussel Nationaal, Belgium Member of the Board of Directors of SN Airholding NV, Brussels, Belgium
Armando Dente	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Supervisory Board of INEOS Deutschland Holding GmbH, Cologne Member of the Supervisory Board of INEOS Manufacturing Deutschland GmbH, Cologne
Dr. Hans-Dieter Gerriets	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne
Dr. Heike Hanagarth	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Supervisory Board of Martur Fompak International/Automotive Seating Systems AS, Istanbul, Turkey Member of the Advisory Board of Gilde Buy Out Partners BV, Utrecht, The Netherlands Member of the Advisory Board of NXT Boardroom GmbH, Munich
Pamela Knapp	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Board of Directors – Conseil d'Administration of Compagnie de Saint-Gobain S.A., Courbevoie, France Member of the Supervisory Board – Conseil de Surveillance of Peugeot S.A., Rueil-Malmaison, France Member of the Board of Directors of Signify NV, Eindhoven, Netherlands Member of the Advisory Board of HKP Deutschland GmbH
Lawrence A. Rosen	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Chairman of the Supervisory Board of Qiagen N.V., Venlo, The Netherlands Member of the Supervisory Board of Deutsche Post AG



Member of Board	Further Offices
Iris Schmitz	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Supervisory Board of Saltigo GmbH, Leverkusen
Ralf Sikorski (Vice Chairman)	Vice Chairman of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Chairman of the Supervisory Board of Chemie Pensionsfonds AG, Munich Member of the Supervisory Board of RAG AG, Herne Vice Chairman of the Supervisory Board of RWE AG, Essen Vice Chairman of the Supervisory Board of RWE Power AG, Cologne and Essen Member of the Supervisory Board of RWE Generation SE, Essen Vice Chairman of the Supervisory Board of KSBG – Kommunale Verwaltungsgesellschaft GmbH, Essen
Manuela Strauch	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne
Theo H. Walthie	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne"

**- The section "14. HISTORICAL FINANCIAL INFORMATION AND QUARTERLY INFORMATION " on page 156 - 157 of the Supplemented Prospectus shall be supplemented by the following:**

"The audited consolidated financial statements of LANXESS AG for the business year ended 31 December 2021, 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*) 2021 on pages 89 to 246, are incorporated by reference into this Prospectus."

**- The section "16. SUSTAINABILITY INDICES AND RATINGS" on page 157 of the Supplemented Prospectus shall be replaced by the following:**

"In 2021, LANXESS took first place in the "Chemicals" category of the Dow Jones Sustainability Index (DJSI) Europe. In the DJSI World, LANXESS came in second place. Particularly good results are achieved in the areas of product stewardship, management of water-related risks and human rights.

LANXESS' efforts in tackling climate change have again been recognized by international climate protection initiative Carbon Disclosure Project (CDP)<sup>1</sup>. In the evaluation published in December 2021, LANXESS is once more listed in the "Climate A List" as one of around 200 companies worldwide, placing it among the top 2 percent out of around 12,000 enterprises evaluated by CDP. In addition, LANXESS received a B rating in the area of water management.

ISS-ESG has upgraded LANXESS by two notches from C to B- in 2020 and awarded the "prime" status for the first time to LANXESS, placing LANXESS among the top 8 percent of 170 companies listed in the

<sup>1</sup> CDP is a non-profit organization which runs a global environmental disclosure system. Several thousand companies disclose information in CDP's climate questionnaire on an annual basis. CDP runs a scoring and recognizes the best performing companies with showing them on the "Climate A List". In 2021, around 200 companies were named on the "Climate A List".

"Chemicals" sector<sup>2</sup>.

In 2021, LANXESS received a rating of AA in the MSCI ESG ratings assessment<sup>3</sup>.

LANXESS' ESG performance is also recognized by further ESG indices and rating providers such as Bloomberg Gender-Equality Index, EcoVadis, FTSE4Good, Sustainalytics and Vigeo Eiris."

**- The paragraph under the heading "18. SIGNIFICANT CHANGES" on page 157 of the Supplemented Prospectus shall be replaced by the following:**

"There has been no significant change in the financial position of LANXESS since 31 December 2021 and there has not been any significant change in the financial performance of LANXESS since 31 December 2021, the end of the last financial period for which financial information has been published, to the date of the Prospectus."

### **III. Supplemental information pertaining to the section "INCORPORATION BY REFERENCE"**

**- The section "INCORPORATION BY REFERENCE" on pages 167 to 168 of the Supplemented Prospectus shall be supplemented by the following:**

- **"The audited consolidated financial statements of LANXESS Group for the business year ended on 31 December 2021 consisting of**
  - Statement of Financial Position (page 149 of the Annual Report 2021)
  - Income Statement (page 150 of the Annual Report 2021)
  - Statement of Comprehensive Income (page 150 of the Annual Report 2021)
  - Statement of Changes in Equity (page 151 of the Annual Report 2021)
  - Statement of Cash Flows (page 152 of the Annual Report 2021)
  - Notes to the Consolidated Financial Statements (page 153 - 236 of the Annual Report 2021)
  - the Auditor's Report (page 238 – 245 of the Annual Report 2021)

([https://lanxess.com/-/media/Project/Lanxess/Corporate-Internet/Investors/Reporting/2021/2021-AR-LXS\\_web.pdf](https://lanxess.com/-/media/Project/Lanxess/Corporate-Internet/Investors/Reporting/2021/2021-AR-LXS_web.pdf))".

<sup>2</sup> ISS-ESG provides ESG ratings to companies. Companies are rated on a twelve-point scale from A+ to D-. Companies are categorized as "Prime" if they achieve/exceed the sustainability performance requirements (Prime threshold) defined by ISS-ESG for a specific industry (absolute best-in-class approach) in the ESG Corporate Rating.

<sup>3</sup> MSCI provides ESG ratings to companies which are designed to measure a company's resilience to long-term, industry material environmental, social and governance risks. MSCI uses a rules-based methodology to identify industry leaders and laggards according to their exposure to ESG risks and how well they manage those risks relative to peers. The MSCI ESG Ratings range from leader (AAA, AA), average (A, BBB, BB) to laggard (B, CCC).

- The fourth item in the list in the section "INCORPORATION BY REFERENCE" on pages 167 to 168 of the Supplemented Prospectus shall be deleted and replaced by the following:

- "Section "Corporate Responsibility" as contained in the Annual Report 2019 (page 10 – 54), 2020 (page 11 - 58) and 2021 (page 11 - 66)"

**NAMES AND ADDRESSES****ISSUER**

LANXESS Aktiengesellschaft  
Kennedyplatz 1  
50569 Cologne  
Germany

**FISCAL AND PAYING AGENT**

Deutsche Bank Aktiengesellschaft  
Taunusanlage 12  
60325 Frankfurt am Main  
Germany

**ARRANGER**

Deutsche Bank Aktiengesellschaft  
Mainzer Landstr. 11-17  
60329 Frankfurt am Main  
Germany