

LANXESS

Aktiengesellschaft

Leverkusen

WKN 547040

ISIN 0005470405

We hereby give notice of our

Annual Stockholders' Meeting

to be held on

Friday, 28 May 2010,

10:00 am,

at the LANXESS arena, Willy-Brandt-Platz 1, 50679 Cologne.

I. Agenda

- 1. Submission of the Company's formally approved annual financial statements for the year ended 31 December 2009 and of the management report (including the notes to the information provided in accordance with Section 289 Para. 4 and 5 of the German Commercial Code (HGB)), as well as the report of the Supervisory Board for the fiscal year 2009 and submission of the approved consolidated financial statements for the year ended 31 December 2009 and of the group management report (including the notes to the information provided in accordance with Section 315 Para. 4 HGB) for the fiscal year 2009.**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Board of Management. The annual financial statements thus have been adopted in accordance with Section 172 Para. 1 of the German Stock Corporation Act (AktG). Accordingly there will be no adoption of a resolution by the Stockholders' Meeting.

2. Appropriation of the balance sheet profits

The Board of Management and the Supervisory Board propose that the balance sheet profits of 106,151,356.00 EURO for the fiscal year 2009 shall be used as follows:

- Distribution of a dividend of 0.50 EURO per dividend-bearing no-par value share	41,601,335.00 EUR,
- Amount of profit carried forward	<u>64,550,021.00 EUR,</u>
Balance sheet profit (total)	106,151,356.00 EUR

The above amounts for profit distribution and profit carried forward take into account the currently dividend-bearing no-par value shares existing at the time of the proposed appropriation of profits by the Board of Management and the Supervisory Board. If the number of dividend-bearing no-par value shares should change by the date of the Annual Stockholders' Meeting, the Annual Stockholders' Meeting shall be submitted a proposal for a resolution that has been adapted to such change.

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 to the actions of the members of the Board of Management in office during the 2009 fiscal year with respect to that year.

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 shall be given to the actions of the members of the Supervisory Board in office during the 2009 fiscal year with respect to that year.

5. **Approval of the system of compensation for the members of the Board of Management**

The German Act on the Appropriateness of Compensation of the Management Board (Gesetz zur Angemessenheit der Vorstandsvergütung (VorstAG)) of 31 July 2009 created the option of the Annual Stockholders' Meeting approving the system of compensating members of the Board of Management. The current system of compensation of the Board of Management is shown in the chapter on "Corporate Governance" in the 2009 annual report and will be explained during the Annual Stockholders Meeting.

The Board of Management and the Supervisory Board propose adopting the following Resolution:

The current system of compensation of the Board of Management as shown in the chapter on "Corporate Governance" in the 2009 annual report and explained during the Stockholders' Meeting shall be approved.

6. **Appointment of the auditor**

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the fiscal year 2010 and as auditor for the review of the abbreviated financial statements and the interim management report as contained in the half-year report.

7. **Elections to the Supervisory Board**

The term in office of the members of the Supervisory Board appointed by the Annual Stockholders' Meeting shall end upon closing the Annual Stockholders' Meeting on 28 May 2010; accordingly, new elections to the Supervisory Board shall be held.

The Supervisory Board of LANXESS AG in accordance with Section 96 Para. 1, Section 101 Para. 1 AktG, Section 1 Para. 1, Section 7 Para. 1 Sentence 1 No. 1 and Para. 2 No. 1 of the German Codetermination Act (Mitbestimmungsgesetz (MitbestG)) and Section 8 Para. 1 of the Articles of Association is comprised of twelve members. Six members shall be elected by the Annual Stockholders' Meeting and six members will be elected by the employees. Accordingly, six new members of the Supervisory Board shall be elected by the Annual Stockholders' Meeting. Elections to the Supervisory Board by employees are currently underway.

The Supervisory Board proposes that

- **Dr. Friedrich Janssen, Essen**
Member of the Board of Management of E.ON Ruhrgas AG
- **Robert J. Koehler, Wiesbaden**
Chairman of the Board of Management of SGL Carbon SE

- **Rainer Laufs, Kronberg im Taunus**
Independent consultant
- **Prof. h.c. (CHN) Dr. Ulrich Middelmann, Bochum**
Former deputy chairman of the Board of Management of ThyssenKrupp AG
- **Dr. Rolf Stomberg, Hamburg**
Chairman of the Supervisory Board of LANXESS AG
- **Theo H. Walthie, Pfaffikon, Switzerland**
Senior Energy Advisor Dow Chemical Company

be elected to the Supervisory Board as Stockholders' representatives with effect from the closing of the Annual Stockholders' Meeting until the closing of the Annual Stockholders' Meeting that will adopt a resolution on the ratification of the actions of the members of the Board of Management for the fiscal year 2014.

The Annual Stockholders' Meeting shall not be bound by such nomination.

It is intended to conduct the election to the Supervisory Board on an individual basis.

8. Adoption of a resolution on an authorization to acquire and dispose of shares in the Company pursuant to Section 71 Para. 1 No. 8 of the German Stock Corporation Act (AktG), including an exclusion of subscription rights

The Annual Stockholders' Meeting on 07 May 2009 authorized the Company in accordance with Section 71 Para. 1 No. 8 AktG to acquire and dispose of shares in the Company in an amount of up to 10% of the capital stock. This authorization, which is set to expire on 05 November 2010, shall be replaced by a new authorization.

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

- a) The Board of Management shall be authorized to acquire shares in the Company in an amount of up to 10% of the Company's stock existing at the time when the resolution is adopted until 25 November 2011 or, if the value is lower, of the Company's capital stock existing at the time when this authorization is exercised. This authorization may also be exercised, individually or jointly, by the Company or by directly or indirectly affiliated companies of the Company or by third parties for the account of the Company or its directly or indirectly affiliated companies.

The authorization to acquire and dispose of shares in the Company may be exercised in partial quantities or in its entirety, once or several times. The authorization may be exercised for any purpose permitted by law, in particular in pursuit of one or several of the purposes set forth in sub-paragraph c) to g). If shares are disposed of for one or several of the purposes set forth in sub-paragraphs c), d), f) or g), the subscription right of the Stockholders shall be excluded. In addition, in the event of disposing shares by way of an offer to all Stockholders, the Board of Management may exclude the Stockholders' subscription right upon the approval of the Supervisory Board for fractional amounts.

Upon the effectiveness of this authorization, the existing authorization for the acquisition of shares in the Company dated 07 May 2009 shall become invalid. The authorization of 07 May 2009 regarding the appropriation of shares acquired on the basis of the authorization of 07 May 2009 until the day of the Annual Stockholders' Meeting shall not be affected by the above.

- b) At the Board of Management' decision shares in the Company can be purchased through the stock exchange or through a public offer to purchase or through a public call to the Stockholders to submit an offer to sell.

- If shares in the Company are purchased on the stock exchange, the purchase price paid by the Company (not including any ancillary acquisition costs) may not be more than 10% above or below the average price determined by the opening auction in the Xetra trading system (or a comparable successor system) at the Frankfurt/Main stock exchange on the three trading days prior of entering the obligation to purchase shares in the Company.
 - If shares are purchased through a public offer to purchase or a public call for the submission of an offer to sell, the purchase price or selling price offered or the limits for the purchase or selling price spread per share (not including any ancillary acquisition costs) may not be more than 10% above or below the average price determined by the closing auction in the Xetra trading system (or a comparable successor system) at the Frankfurt/Main stock exchange on the three trading days prior to the publication of the offer to purchase or the submission of an offer to sell. If the offer to purchase is oversubscribed or if, in the case of a call for the submission of an offer to sell, not all offers from among several equivalent offers can be accepted, their acceptance shall be based on quotas. Furthermore, so as to avoid calculated fractional amounts of shares, amounts may be rounded off.
- c) The Board of Management shall be authorized to dispose of shares in the Company that were acquired on the basis of the aforementioned authorization by other means than via the stock exchange or through an offer to all Stockholders provided that the shares are sold for cash and at a price that does not significantly fall short of the market value of the Company's shares at the time of the sale (simplified exclusion of subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG). In total, shares that were disposed of pursuant to this authorization may not exceed 10% of the capital stock, neither at the time this authorization becomes effective nor at the time it is exercised. The upper limit of 10% of the capital stock shall be reduced by the prorated amount of the capital stock attributable to those shares issued during the period of effectiveness of this authorization under exclusion of the subscription right in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued 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 shall be authorized to transfer shares in the Company acquired on the basis of the aforementioned authorization to third parties against contributions in kind, in particular in case of acquisition of companies, parts of companies or equity interest in companies or mergers or in case of acquisition of other assets, including rights and receivables.
- e) The Board of Management shall be authorized to redeem shares in the Company on the basis of the aforementioned authorization without further authorization by the Annual Stockholders' Meeting. The redemption will generally result in a capital reduction. Notwithstanding the aforesaid, the Board of Management may determine that the capital stock shall remain unchanged and that instead the remaining shares percentage in the capital stock shall increase as a result of the share redemption pursuant to Section 8 Para. 3 AktG. In such case, the Board of Management shall be authorized to adjust the number of shares specified in the Articles of Association.
- f) The Board of Management shall be authorized to use shares in the Company acquired on the basis of the aforementioned authorization to fulfill obligations of the Company from conversion or option rights or conversion obligations from convertible bonds or warrant bonds and/or profit participation rights or income bonds (or any combination of these instruments) issued by the Company or its direct or indirect affiliated companies, which grant a conversion or option right or carry a conversion obligation.

- g) The Board of Management shall be authorized to use shares in the Company acquired on the basis of the aforementioned authorization to grant holders of obligations of the Company from conversion or option rights or conversion obligations from convertible bonds or warrant bonds and/or profit participation rights or income bonds (or any combination of these instruments) issued by the Company or its direct or indirect affiliated companies, which grant a conversion or option right or carry a conversion obligation, shares to the extent they would be entitled to upon exercising the conversion or option rights or after performing their conversion or option duties.
- h) The authorizations set forth in sub-paragraphs c), d), f) and g) may only be exercised with the approval of the Supervisory Board.
- i) The authorizations set forth in sub-paragraphs c), d), f) and g) may also be exercised by directly or indirectly affiliated companies of the Company and by third parties for the account of the Company or its directly or indirectly affiliated companies.

9. Adoption of a resolution regarding the creation of authorized capital II, including an exclusion of subscription rights and relevant amendment to the Articles of Association

In order to provide the Company with additional corporate financing flexibility, in addition to the unchanged amount of authorized capital, additional authorized capital in the amount of 16,640,534 EURO (authorized capital II) shall be created.

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

a) Creation of authorized capital II

The Board of Management will be authorized to increase the capital stock by 27 May 2015 with the Supervisory Board's approval by issuing new no-par value bearer shares against cash contributions or contributions in kind once or repeatedly up to EUR 16,640,534 in total (authorized capital II).

Stockholders will be granted a subscription right with the following restrictions:

The Board of Management will be authorized with the Supervisory Board's approval to exclude fractional amounts from the Stockholders' subscription right and to furthermore exclude the subscription right to the extent required to grant the holders of warrants and convertible bonds issued by the Company or by its direct or indirect affiliated companies a subscription right to new no-par value bearer shares to the extent they would be entitled to upon exercising the option or conversion right. The Board of Management will furthermore be authorized with the Supervisory Board's approval to exclude the subscription right if the capital increase is made against contributions in kind, in particular in case of acquisition of companies, parts of companies, and equity interests in companies and other assets, including rights and receivables, or as part of mergers. The Stockholders' subscription right may also be excluded with the Supervisory Board's approval to the extent required to be able to grant the holders or creditors of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or combinations of such instruments), which have been issued by the Company or by its direct or indirect affiliated companies, new no-par value bearer shares if the conversion or option right is exercised or if the conversion obligation is met.

The Board of Management will furthermore be authorized with the Supervisory Board's approval to exclude the subscription right if the amount for which the new no-par value bearer shares are issued does not significantly fall short of the market price at the time of final determination of the amount for which the shares are issued, which should be as close as possible to the placement of the no-par value bearer shares (simplified exclusion of subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG). The shares issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG may not exceed 10% of the capital stock existing at the time when the resolution regarding the initial exploitation of the authorized

capital is passed by the Annual Stockholders' Meeting or – if the value is lower – when the resolution regarding the initial exploitation of authorized capital is passed. This upper limit relevant for simplified cancellation of the subscription right shall be reduced by the pro-rated amount of the capital stock attributable to those shares issued or sold 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 limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization.

The Board of Management will also be authorized to determine the further particulars of the capital increase and its implementation with the Supervisory Board's approval.

b) Amendment to the Articles of Association

A new Para. 3 shall be added to Section 4:

“The Board of Management will be authorized to increase the capital stock by 27 May 2015 with the Supervisory Board's approval by issuing new no-par value bearer shares against cash contributions or contributions in kind once or repeatedly up to EUR 16,640,534 in total (authorized capital II). Stockholders will be granted a subscription right with the following restrictions: The Board of Management will be authorized with the Supervisory Board's approval to exclude fractional amounts from the Stockholders' subscription right and to furthermore exclude the subscription right to the extent required to grant the holders of warrants and convertible bonds issued by the Company or by its direct or indirect affiliated companies a subscription right to new no-par value bearer shares to the extent they would be entitled to upon exercising the option or conversion right. The Board of Management will furthermore be authorized with the Supervisory Board's approval to exclude the subscription right if the capital increase is made against contributions in kind, in particular in case of acquisition of companies, parts of companies, and equity interests in companies, or other assets, including rights and receivables or as part of mergers. The Stockholders' subscription right may also be excluded with the Supervisory Board's approval to the extent required to be able to grant the holders or creditors of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or combinations of such instruments), which have been issued by the Company or by its direct or indirect affiliated companies, new no-par value bearer shares if the conversion or option right is exercised or if the conversion obligation is met. The Board of Management will furthermore be authorized with the Supervisory Board's approval to exclude the subscription right if the amount for which the new no-par value bearer shares are issued does not significantly fall short of the market price at the time of final determination of the amount for which the shares are issued, which should be as close as possible to the placement of the no-par value bearer shares (simplified exclusion of subscription rights in accordance with Section 186 Para. 3 Sentence 4 AktG). The shares issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG may not exceed 10% of the capital stock existing at the time when the resolution regarding the initial exploitation of the authorized capital is passed by the Annual Stockholders' Meeting or – if the value is lower – when the resolution regarding the initial exploitation of authorized capital is passed. This upper limit relevant for the simplified exclusion of the subscription right shall be reduced by the pro-rated amount of the capital stock attributable to those shares issued or sold 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 limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization. The Board of Management will also be authorized to determine the further details of the capital increase and its execution with the Supervisory Board's approval”.

The previous paragraphs 3, 4 and 5 of Section 4 of the Articles of Associations will become paragraphs 4, 5 and 6.

10. Resolution on amendments to Section 14 (Convening Annual Stockholders' Meetings), Section 15 (Eligibility to participate in Annual Stockholders' Meetings), Section 16 Para. 3 (Video and audio broadcast of Annual Stockholders' Meetings) and Section 10 Para. 8 Sentence 2 (Passive representation Supervisory Board) of the Articles of Association to adapt to the changes of the AktG

The Act Implementing the Stockholder Rights Directive (Gesetz zur Umsetzung der Aktionärsrechterichtlinie (ARUG)) has, among other things, changed the provision under stock corporation law regarding convening, registration for Annual Stockholders' Meetings and evidence of stock ownership, regarding proxy procedure and video and audio broadcast of Annual Stockholders' Meetings. In addition, the ARUG provides for the option of online-participation in Annual Stockholders' Meetings and postal votes. Furthermore the Act Modernizing the Private Limited Companies Act and the Prevention of Abuse (Gesetz zur Modernisierung des GmbH-Rechts und zur Bekämpfung von Missbräuchen (MoMiG)) provides that statements made vis-à-vis one member of the Supervisory Board are deemed statements made vis-à-vis the Supervisory Board (passive representation of the company by the Supervisory Board). The Company's Articles of Association shall be adapted to the new legal situation.

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

- a) Section 14 of the Articles of Association shall be amended as follows:

"Section 14
Convening Annual Stockholders' Meetings

Unless other persons are entitled to do so by virtue of law, Annual Stockholders' Meetings shall be convened by the Board of Management. Such convening shall be announced in the electronic Federal Gazette no later than thirty-six days prior to the date of the Meeting."

- b) Section 15 of the Articles of Association shall be amended as follows:

"Section 15
Eligibility to Participate

- (1) Only Stockholders who have registered with the Company in text form, in German or in English, shall be eligible to attend the Annual Stockholders' Meeting and to exercising their voting rights. Such registration must be received by the Company at the address specified for such purpose in the invitation no later than six days prior to the Annual Stockholders' Meeting, not including the day of receipt.
- (2) In addition, Stockholders shall demonstrate their eligibility to attend the Annual Stockholders' Meeting and to exercise their voting right, by way of verification of their stock ownership by the depository bank or financial services institution, making reference to the start of the twenty-first day prior to the Meeting. Such evidence shall be provided in text form in German or English. It must be received by the Company at the address specified for such purpose in the invitation no later than six days prior to the Annual Stockholders' Meeting, not including the day of receipt.
- (3) Voting rights may be exercised by proxy. Issue or revocation of such proxy as well as evidence of authorization shall be provided to the company in text form (Section 126b of the German Civil Code (BGB)). The invitation to the Annual Stockholders' Meeting may provide for a relaxation of the text form requirement. Section 135 shall not be affected.
- (4) The Board of Management shall be authorized to provide that Stockholders may participate in an Annual Stockholders' Meeting without being present on site and

without proxy and that they may exercise all or some of their rights as a whole or in part by way of electronic communication (online participation). The Board of Management may stipulate the details scope and procedure of such online participation.

- (5) The Board of Management shall be authorized to provide that Stockholders may cast their vote without participating in the Meeting, in writing or way of electronic communication (postal vote). The Board of Management may stipulate the details of such postal vote procedure.”

- c) Section 16 Para. 3 of the Articles of Association will be amended as follows:

“The Board of Management shall be authorized to permit audio and/or video broadcast or all or part of the Annual Stockholders’ Meeting in a way to be specified by the Board of Management.”

- d) Section 10 Para. 8 Sentence 2 of the Articles of Association will be amended as follows:

“Statements made vis-à-vis one member of the Supervisory Board shall be deemed statements made vis-à-vis the Supervisory Board.”

II. Report of the Board of Management and additional information regarding agenda items

1. Report by the Board of Management to the Annual Stockholders’ Meeting concerning item 8 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

The Board of Management and the Supervisory Board propose that the Board of Management shall be authorized for a limited period of time (only until 25 November 2011) to purchase and appropriate shares in the Company up to a calculated share of 10% in the existing capital stock of the Company. The amount of such capital stock at the time of adoption of the relevant resolution by the Annual Stockholders’ Meeting regarding the authorization or – if this value is lower – at the time of exercising the authorization shall be authoritative.

This new authorization shall replace the authorization for the acquisition of shares in the Company granted in the Annual Stockholders’ Meeting of 07 May 2009 which is set to expire on 05 November 2010. The authorization of 07 May 2009 regarding the appropriation of shares acquired on the basis of the authorization of 07 May 2009 until the day of the Annual Stockholders’ Meeting shall not be affected by the above.

Under mandatory law, the shares acquired under the proposed new authorization together with other shares already acquired and still held by the Company may not exceed 10% of the capital stock of the Company. At the time the Annual Stockholders’ Meeting was convened, the Company did not own any own shares in the Company.

When acquiring shares in the Company, the principle of equal treatment of all Stockholders as set forth in Section 53 a AktG must be adhered to. This is accomplished by providing for the shares to be acquired, at the Board of Management’s discretion, either on the stock exchange or through a public offer to purchase directed at all Stockholders or a public call, directed at all Stockholders, for the submission of an offer to sell. With a public call for submission of an offer to sell, the addressees can decide how many shares they wish to offer to the Company and, if a price range has determined, at what price. If a public offer to purchase is oversubscribed or if several equivalent offers by Stockholders for the purchase of shares cannot all be accepted, their acceptance shall be based on quotas. For reasons of practicability and non-discrimination, this should be based on the quote of tendered shares (tender ratio). The option of rounding serves to avoid fractional amounts in the determination of the quotas to be acquired. To that end, the number of the shares to be acquired by the individual tendering Stockholders may be rounded off so as to allow for showing the acquisition of whole shares for procedural reasons. Consequently,

this simplifies the technical execution and is therefore in the interest of the Company and its Stockholders.

Shares may be acquired and disposed of for any purpose permitted by law. In particular, the authorization may be exercised for the following purposes:

In case of disposing shares in the Company by way of an offer to all Stockholders, the subscription right is maintained; the subscription right in this event may be excluded only with regard to fractional amounts. This should facilitate the disposal of shares in the Company by way of an offer to all Stockholders. Fractional amounts may result from the respective emission volume and from the fact that it is necessary to constitute a technically possible subscription right relationship. The value of such fractional amounts usually is low for the individual Stockholder. The potential dilution effect should also be disregarded due to the restriction to fractional amounts. On the other hand, the expenses for an emission without such exclusion are much higher for the Company, incurring additional costs. The shares excluded from the subscription right due to fractional amounts will be utilized in the best interest of the Company. The exclusion of the subscription right thus serves the purpose of practicability and cost efficiency and simplifies the execution of any disposal of shares in the Company by way of an offer to all Stockholders.

The Company may also dispose of the purchased shares in the Company outside the stock exchange and without a public call directed to all Stockholders provided that the shares are sold for cash and at a price that does not significantly fall short of the market value of the shares at the time of the sale. This authorization makes use of the simplified exclusion of the subscription right permitted pursuant to Section 71 Para. 1 No. 8 AktG in application of Section 186 Para. 3 Sentence 4 AktG. This is intended to provide the Company in the interests of expanding the Stockholder basis with an option to offer the company's share to institutional investors. The authorization furthermore allows for issuing shares in short notice. The proposed authorization therefore serves the securing of permanent and adequate equity capital base. This authorization may only be exercised under the condition that the percentage of shares that are issued under the exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG does not amount to more than 10% of the capital stock, neither at the time of adoption of a resolution by the Annual Stockholders' Meeting regarding this authorization this authorization becomes effective nor at the time it is exercised. This upper limit relevant for the simplified exclusion of the subscription right shall be reduced by the pro-rated amount of the capital stock attributable to these shares issued or sold 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 limit shall be reduced by shares that have been or must be issued in order to satisfy option of conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG. Associated bonds may be option or conversion bonds or profit participation rights or combinations of any of the above instruments. Option or conversion bonds as defined in the proposed authorization shall also be served if shares are issued to satisfy claims regarding the subscription of shares under conversion obligations or to avoid any claims for a reduction of the option or conversion price for the purpose of protection against dilution by issuing additional shares.

The financial and voting interests of the Stockholders will be adequately safeguarded in the event of an exclusion of subscription rights in application of Section 186 Para. 3 Sentence 4 AktG. Any concerns about dilution are addressed by the stipulation that shares may only be sold at a price that is not significantly lower than the prevailing market price. Furthermore, Stockholders have the opportunity to maintain their share in the Company's capital stock at any time by purchasing additional shares on the stock exchange. The Board of Management will endeavor to realize the highest possible proceeds from disposal and to minimize any discount on the market price, giving due consideration to the current market conditions. Any discount on the market price at the time of sale probably will be less than 3%, and in any event never more than 5%. The relevant market price shall be the market price on the day of the binding agreement with the buyer. Since due to the volatility of markets price fluctuations may occur on very short notice, it should not be stipulated in advance whether a current average price for a few days should be used or a current price at the reference time. This shall be documented on a case-by-case basis.

Furthermore, the Company shall have the opportunity to offer the purchased own shares in the Company in connection with mergers, acquisitions, or other assets, including rights or receivables, as consideration instead of money. This will allow the Company the required latitude to be able to respond quickly, flexibly, and without straining liquidity to attractive opportunities for mergers and acquisitions of companies, parts of companies, and equity interests in companies, or other assets, including rights and receivables, allowing the Company to improve its competitive position and to strengthen its profitability, e.g. without involving the Annual Stockholders' Meeting, which frequently is not possible due to shortage of time. In today's corporate practice, own shares are a major acquisition currency. Oftentimes, the owners of attractive companies or other attractive assets demand consideration in the form of voting stock of the buyer instead of cash payment. In order for the Company to be able to acquire such companies or assets as well, it must be able to offer consideration in the form of stock. Without the exclusion of the subscription right, it would not be possible to achieve the resulting advantages for the Company and the Stockholders. In such a case, the Board of Management will ensure that the interests of the Stockholders are adequately protected when determining the valuation ratios. The Board of Management will also take into account the market price of the Company's shares. To prevent previously reached negotiation results from being challenged on the grounds of market price fluctuations, a systematic link to the market price is not envisaged. The Board of Management will only exercise this authorization in individual cases if the exclusion of the subscription right is in the well-understood interest of the Company and its Stockholders. Furthermore, the use of own shares in the Company for acquisitions by existing Stockholders does not mean that their voting right is diluted compared to the situation prior to the Company's purchase of the shares in the Company.

The Board of Management will furthermore be authorized to redeem the acquired shares in the Company. The redemption of shares will generally result in a capital reduction without requiring any further resolution by the Annual Stockholders' Meeting. Notwithstanding the aforesaid, the Board of Management may determine that the capital stock shall remain unchanged and that instead the remaining shares percentage in the capital stock shall increase as a result of the share redemption pursuant to Section 8 Para. 3 AktG. Therefore, the Board of Management shall also be authorized to amend the Articles of Associations as necessary to reflect the change in the number of no-par value shares resulting from the redemption.

The Board of Management shall be authorized to use acquired shares in the Company to fulfill obligations of the Company from conversion or option rights or conversion obligations from convertible bonds or warrant bonds and/or profit participation rights or income bonds (or any combination of these instruments) issued by the Company or its direct or indirect affiliated companies, which grant a conversion or option right or carry a conversion obligation. The addition of borrowed capital through such financing instruments is in the Company's interest, since this form of financing is possible on particularly attractive terms. It is furthermore possible to convert the borrowed capital into equity at a later stage or at least report it in the balance sheet equivalent to equity and, hence, strengthen the Company's capital base. However, such financing can be realized only if it is possible to allocate a sufficient number of shares of the Company to holders or creditors of the relevant instruments if the conversion right or option is exercised or the conversion obligation met. It may be expedient to serve the relevant rights to subscription of shares not by way of capital increase, but as a whole or in part by shares in the Company. Accordingly, the relevant use of shares in the Company is proposed, excluding the subscription right. When deciding whether shares in the Company will be issued or a capital increase will be made, the Board of Management shall carefully balance the interests of the Company and of the Stockholders.

The Board of Management shall be authorized to use acquired shares in the Company to grant holders of obligations of the Company from conversion or option rights or conversion obligations from convertible bonds or warrant bonds and/or profit participation rights or income bonds (or any combination of these instruments) issued by the Company or its direct or indirect affiliated companies, which grant a conversion or option right or carry a conversion obligation, shares to the extent to which after exercising their conversion or option rights or after performing their conversion duties they would be due a subscription right to shares of the Company. To make it

easier to place bonds on the capital market, the relevant issuing terms usually provide for protection against dilution. Dilution may be prevented e.g. by the holder of convertible bonds also having a subscription right to the new shares if shares are issued where the Stockholders have a subscription right. They are thus placed in the same position as if they had already exercised their option or conversion right or met their conversion obligation. Since the protection against dilution in this case does not have to be guaranteed by reducing the option or conversion price, it is possible to realize a higher issue price for the shares to be issued upon conversion or exercise of the option. This strengthens the Company's liquidity. However, this approach is possible only if the Stockholders' subscription right is excluded to that extent.

In each individual case that leads to an exclusion of the subscription right, the Board of Management shall carefully examine whether the exclusion of the Stockholders' subscription right is in the best interest of the Company and thus also in the best interest of its Stockholders.

The option to acquire and dispose of shares in the Company, including by directly or indirectly affiliated companies of the Company or by third parties for account of the Company or of directly or indirectly affiliated companies of the Company allows the Company to use shares in the Company more flexibly.

In the event of the utilization of the above authorization, the Board of Management shall report thereon at the next Annual Stockholders' Meeting.

2. Report of the Board of Management to the Annual Stockholders' Meeting concerning item 9 of the agenda in accordance with Section 203 Para. 2 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG

In order to provide the Company with additional flexibility with regard to financing and strengthening its capital base, in addition to the unchanged amount of authorized capital, additional authorized capital in the amount of 16,640,534 EURO (authorized capital II) shall be created. The existing authorized capital and the proposed authorized capital II each amount to a share of 20% in the current capital stock.

When exercising the authorized capital II through a cash capital increase, Stockholders will in principle have a statutory subscription right. Such subscription right, however, may be excluded with the Supervisory Board's approval in the following cases:

The subscription right may be excluded for fractional amounts. This should facilitate the handling of an emission with a principle subscription right of Stockholders. Fractional amounts may result from the respective emission volume and from the fact that it is necessary to constitute a technically possible subscription right relationship. The value of such fractional amounts usually is low for the individual Stockholder. The potential dilution effect should also be disregarded due to the restriction to fractional amounts. On the other hand, the expenses for an emission without such exclusion are much higher for the Company, incurring additional costs. The new no-par value bearer shares excluded from the subscription right due to fractional amount will be utilized at the best interest of the Company. The exclusion of the subscription right thus serves the purpose of practicability and cost efficiency and simplifies the execution of an issue.

Furthermore, there should be an option with the Supervisory Board's approval to exclude the subscription right to the extent required to grant the holders of warrants and convertible bonds issued by the Company or by its direct or indirect affiliated companies a subscription right to new no-par value bearer shares to the extent they would be entitled to upon exercising the option or conversion right. To make it easier to place bonds on the capital market, the relevant issuing terms usually provide for protection against dilution. Dilution may be prevented e.g. by the holder of warrants or convertible bonds also having a subscription right to the new shares if new shares are issued where the Stockholders have a subscription right. They are thus placed in the same position as if they had already exercised their option or conversion right or met their conversion obligation. Since the protection against dilution in this case does not have to be guaranteed by reducing the option or conversion price, it is possible to realize a higher issue price for the no-par value bearer shares to be issued upon conversion or exercise of the option. This strengthens the

Company's liquidity. However, this approach is possible only if the Stockholders' subscription right is excluded to that extent.

In addition, subscription rights may be excluded by the Board of Management with the approval of the Supervisory Board if the capital increase is made against contributions in kind, in particular in case of acquisition of companies, parts of companies, and equity interest in companies, or other assets, including rights and receivables, or as part of mergers. This will provide the Company with the option of making capital increases against contributions in kind as an adequate instrument to be able to flexibly and cash-efficiently utilize opportunities to acquire other companies, equity interest in companies, parts of companies, or other assets and mergers to improve its competitive position and to strengthen its earning power. Against the background of the ongoing global financial and economic crisis, financial flexibility is of considerable relevance, including the ability to utilize opportunities in a consolidating chemical industry to specifically strengthen one's Company and to exploit growth opportunities. Oftentimes due to time constraints it is not possible to involve the Annual Stockholders' Meeting. In today's corporate practice, new shares are a major acquisition currency. Oftentimes, the owners of attractive companies or other attractive acquisition assets demand consideration in the form of voting stock of the buyer instead of cash payment. In order for the Company to be able to acquire such companies or other acquisition assets as well, it must be able to offer consideration in the form of stock. In such a case, the Board of Management will ensure that the interests of the Stockholders are adequately protected when determining the valuation ratios. The Board of Management will also take into account the market price of the Company's shares. To prevent previously reached negotiation results from being challenged on the grounds of market price fluctuations, a systematic link to the market price is not envisaged. In addition, authorized capital II will provide the Board of Management with additional flexibility for capital increases against contributions in kind so as to strengthen the Company's capital base. The Board of Management will only exercise this authorization in individual cases if the exclusion of the subscription right is in the well-understood interest of the Company and its Stockholders.

The Stockholders' subscription right may also be excluded with the Supervisory Board's approval to the extent required to grant the holders and/or creditors of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of such instruments) issued by the Company or by its direct or indirect affiliated companies new no-par value bearer shares if the conversion or option right is exercised or if the conversion obligation is met. The addition of borrowed capital through such financing instruments is in the Company's interest, since this form of financing is possible on particularly attractive terms. It is furthermore possible to convert the borrowed capital into equity at a later stage or at least report it in the balance sheet equivalent to equity and, hence, strengthen the Company's capital base. However, such financing can be realized only if it is possible to allocate a sufficient number of no-par value bearer shares of the Company to holders or creditors of the relevant instruments if the conversion right or option is exercised or the conversion obligation is met. This is possible only if the Stockholders' subscription right is excluded.

Lastly, the Stockholders' subscription right may also be excluded with the Supervisory Board's approval for a cash capital increase in accordance with Section 186 Para. 3 Sentence 4 AktG. This authorization enables the Company to cover any potential capital requirements on short notice. This option is of special significance as a precautionary measure. It also allows for the quick and flexible use of market opportunities. The exclusion of the subscription right allows for placement close to the market price without the reductions in case of rights issues which otherwise are usual on the stock markets due to the high volatility. This allows for further optimization of speedy capital procurement for the Company, in particular since experience has shown that the ability to act more quickly results in larger cash inflow. Any concerns about dilution are addressed by the stipulation that no-par value bearer shares may only be sold at a price that is not significantly lower than the prevailing market price. The Board of Management will endeavor to minimize any discount on the market price, giving due consideration to the current market conditions. In this context, the Stockholders are protected by the fact that the discount on the market price at the time of the utilization of the authorized capital must not be significant, i.e. never more than 5% of the current market price.

The capital increase in return for cash under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG may not exceed 10% of the respective existing capital stock, neither at the time this authorization becomes effective nor at the time when it is exercised. This upper limit for the simplified exclusion of the subscription rights shall be reduced to the pro-rated amount of the capital stock attributable to these shares issued or sold during the period of effectiveness of this authorization under exclusion of the subscription right in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG. Associated bonds may be option or conversion bonds or profit participation rights or combinations of any of the above instruments. Option or conversion bonds as defined in the proposed authorization shall also be served if shares are issued to satisfy claims regarding the subscription of shares under conversion obligations or to avoid any claims for a reduction of the option or conversion price for the purpose of protection against dilution by issuing additional shares.

Due to the above-explained transfer of other capital measures excluding subscription rights in accordance with Section 186 Para. 3 Sentence 4 AktG, unlike already existing authorized capital, the proposed authorized capital II does not provide the Company with the opportunity to perform cash capital increases excluding subscription rights in accordance with Section 186 Para. 3 Sentence 4 AktG to a larger extent than previously. The described 10% limit will be maintained during the term of existing authorized capital. The option of cash capital increases excluding subscription rights under Section 186 Para. 3 Sentence 4 AktG will therefore only be prolonged by the proposed authorized capital II compared to existing authorized capital.

In each individual case that leads to an exclusion of the subscription right, the Board of Management shall carefully examine whether the exclusion of the Stockholders' subscription right is in the best interest of the Company and thus also in the best interest of its Stockholders. As in the past, the Board of Management shall use this authorization responsibly.

In the event the aforementioned authorization is exercised, the Board of Management shall report thereon at the Annual Stockholders' Meeting.

3. Additional information regarding item 7 of the agenda

The Stockholders' representatives proposed for election to the Supervisory Board in item 7 of the agenda are members of other statutory supervisory boards of the corporations set forth below and members of comparable domestic or foreign supervisory bodies of commercial enterprises (information in accordance with Section 125 Para. 1 Sentence 5 AktG).

Dr. Friedrich Janssen

Memberships in other statutory supervisory boards:

- National-Bank AG
- LANXESS Deutschland GmbH
- E.ON Avacon AG
- E.ON Hanse AG
- E.ON Energy Trading SE

Memberships in comparable domestic and foreign supervisory bodies:

- E.ON Ruhrgas E & P GmbH
- E.ON Gastransport GmbH
- Thüga Assekuranz Services München Versicherungsmakler GmbH
- HDI-Gerling Sach Serviceholding AG
- E.ON Hungaria Zrt./Hungaria

Robert J. Koehler

Memberships in other statutory supervisory boards:

- Benteler AG (Chairman)
- Demag Cranes AG
- Heidelberger Druckmaschinen AG
- Klöckner & Co. SE
- LANXESS Deutschland GmbH

Memberships in comparable domestic and foreign supervisory bodies:

- SGL Carbon S.p.A./Italy
- SGL Carbon SDN BHD/Malaysia
- SGL Carbon S.A./Spain

Rainer Laufs

Memberships in other statutory supervisory boards:

- Petrotec AG (Chairman)
- WCM Beteiligungs- und Grundbesitz AG i.L. (Chairman)
- LANXESS Deutschland GmbH

Memberships in comparable domestic and foreign supervisory bodies:

- BorsodChem Zrt./Hungary
- MCE AG/Austria

Prof. h.c. (CHN) Dr. Ulrich Middelman

Memberships in other statutory supervisory boards:

- Commerzbank AG
- Deutsche Telekom AG
- E.ON Ruhrgas AG
- ThyssenKrupp Elevator AG
- ThyssenKrupp Steel Europe AG
- ThyssenKrupp Materials International GmbH
- ThyssenKrupp Nirosta GmbH
- LANXESS Deutschland GmbH

Memberships in comparable domestic and foreign supervisory bodies:

- Hoberg & Driesch GmbH
- ThyssenKrupp Acciai Speciali Terni S.p.A./Italy
- ThyssenKrupp (China) Ltd./People's Republic of China

Dr. Rolf Stomberg

Memberships in other statutory supervisory boards:

- Biesterfeld AG
- LANXESS Deutschland GmbH (Chairman)

Memberships in comparable domestic and foreign supervisory bodies:

- HOYER GmbH
- KEMNA Bau Andreae GmbH & Co. KG

- Smith & Nephew plc/UK
- JSC Severstal/Russia

Theo H. Walthie

Memberships in other statutory supervisory boards:

None

Memberships in comparable domestic and foreign supervisory bodies:

- Dow Netherlands B.V.
- Kuwait Petroleum Corporation

Dr. Rolf Stomberg intends to stand again for the chair of the Supervisory Board.

III. Additional information regarding the convening

1. Total number of shares and voting rights

At the time of the notification of the Annual Stockholders' Meeting, a total of 83,202,670 individual no-par value shares have been issued. Each share carries one voting right. Therefore, the total number of voting rights amount to 83,202,670. The company holds no own shares. There are no different classes of shares.

2. Requirements for 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 in English, no later than on or before Friday, 21 May 2010 (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. Friday, 07 May 2010, 0:00 hours (CEST) (evidence reference date), and must be drawn up in German or English. Both verification of stock ownership and registration must be received by the Company no later than Friday, 21 May 2010 (24:00 hours CEST), at the following address:

LANXESS Aktiengesellschaft,
c/o Deutsche Bank AG
- General Meetings -
Postfach 20 01 07
60605 Frankfurt am Main
e-mail: WP.HV@Xchanging.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 day shall be a Stockholder. Changes in stock ownership after the evidence reference day 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 dispose of all or part of their shares after the evidence reference date. The evidence relevance date shall be of no relevance for dividend rights.

Upon receipt of registration and verification of stock ownership, Stockholders entitled to attend shall be sent admission tickets to 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 may appoint an authorized representative, also including a financial institution or a Stockholders' association, as proxy to exercise their voting rights. Issuing, revoking, or evidence 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 institutions or persons under Section 135 Para. 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 www.stockholdersmeeting.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 www.stockholdersmeeting.lanxess.com. The electronic proxy must be transmitted by Thursday, 27 May 2010, 18:00 hours (CEST) at the latest, to be taken into consideration; the same shall apply to any electronic revocation of proxy.

Evidence of the appointment of an authorized representative may also be transmitted to the Company by Thursday, 27 May 2010, 18:00 hours (CEST) to the following e-mail address: hv2010@lanxess.com.

If a bank or any other similar institution or enterprise (Section 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, in such case their proxy must be verifiable, 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 institutions or persons under Section 135 AktG, please check the form of proxy with those institutions or persons.

Company-nominated proxies

The Company again offers its Stockholders the opportunity to appoint Company-nominated proxies to exercise their voting rights. 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. Authorizations (including instruction) using the relevant authorization and voting instructions section on the admission ticket must have been received by the Company no later than Tuesday, 25 May 2010, 24:00 hours (CEST) (receipt) at the following address:

LANXESS Aktiengesellschaft
c/o Computershare HV-Services AG
Prannerstr. 8
80333 München

Fax: +49-(0)89 / 309037-4675

Company-nominated proxies may also be authorized and instructed on the Internet. Admission tickets are required to use the Internet-based authorization and instruction system. Stockholders may access the Internet-supported proxy system via the Company's website at www.stockholdersmeeting.lanxess.com. Authorizations and instructions issued on the Internet must have been completed by Thursday, 27 May 2010, 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 instruction at the exit. 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 500,000 EURO 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 (LANXESS Aktiengesellschaft, attn. Law & Intellectual Property Department, Kaiser-Wilhelm-Allee 40, Gebäude K 10, 51369 Leverkusen, Germany) and must have been received by the Company no later than 30 days prior to the Meeting (excluding the day of receipt and the day of the Annual Stockholders' Meeting). The last possible date of receipt therefore is Tuesday, 27 April 2010, 24:00 hours (CEST). Any motions for amendments received after such day shall not be considered.

Motions for amendments shall be considered only if the applications demonstrate that they had been Stockholders of the minimum stock ownership for no less than three months prior to the day of the Annual Stockholders' Meeting (i.e. since Sunday, 28 February 2010, 0:00 hours CET) and that they have held such minimum stock ownership up to and including posting of the motion.

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

Motions by Stockholders, including the relevant Stockholder's name, justification, and any comments by management, shall be made available to the authorized persons specified in Section 125 Para. 1 to 3 AktG on the Company's website at www.stockholdersmeeting.lanxess.com if the Stockholder has sent a counter-motion against proposals by the Board of Management and/or by the Supervisory Board regarding a specific agenda item, including justification, to the Company at the following address, no later than fourteen days prior to the Annual Stockholders' Meeting (excluding the day of receipt and the day of the Annual Stockholders' Meeting, i.e. by Thursday, 13 May 2010, 24:00 hours CEST, at the latest):

LANXESS Aktiengesellschaft
Law & Intellectual Property Department
Kaiser-Wilhelm-Allee 40
Gebäude K 10
51369 Leverkusen
Germany

Fax: +49-(0)214 / 30-24806
e-mail: hv2010@lanxess.com

Counter motions (including justifications) sent to a different address will not be considered.

Proposals by Stockholders regarding the election of members of the Supervisory Board or auditors, including the name of the Stockholder and any comment by the management, shall – as explained above – be made available if the Stockholder has sent the nomination to the Company at the following address, no later than fourteen days prior to the Annual Stockholders' Meeting (excluding the day of receipt and the day of the Annual Stockholders' Meeting, i.e. by Thursday, 13 May 2010, 24:00 hours CEST, at the latest. Nominations sent to other addresses will not be considered. Such nomination shall include name, profession, and place of residence of the nominee and in case of election of members of the Supervisory Board information about their membership in other statutory supervisory boards.

Further information, including, but not limited to circumstances, where motions and nominations do not need to be made available, can be found on the Internet at www.stockholdersmeeting.lanxess.com.

6. Stockholders' Right of 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 of the Company, including its legal and business relationships with affiliated companies and the group's position and that of the companies included in the consolidated financial statements if this is required for the proper assessment of an agenda item.

Such information shall be given in accordance with the principles of diligent and truthful accounting. Under the conditions set forth in Section 131 Para. 3 AktG, the Board of Management may refuse information and under the conditions set forth in Section 16 Para. 4 of the Company's Articles of Association, the chairman of the Meeting may limit the time for Stockholder's right to speak and raised questions. Further information is available on the Company's website at www.stockholdersmeeting.lanxess.com.

7. Information on the Company's Website

According to Section 124a AktG, this invitation to the Annual Stockholders' Meeting, the documents to be made available to the Annual Stockholders' Meeting and additional information

in relation with the Annual Stockholders' Meeting is available on the Company's website at www.stockholdersmeeting.lanxess.com.

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 watch the speech given by the Chairman of the Board of Management during the Annual Stockholders' Meeting on 28 May 2010 on the Internet at www.stockholdersmeeting.lanxess.com. The other portions of the Meeting will not be broadcast.

Leverkusen, April 2010

LANXESS Aktiengesellschaft
The Board of Management