

**LANXESS Aktiengesellschaft**

Leverkusen

WKN 547040  
ISIN 0005470405

We hereby give notice of our

**Annual Stockholders' Meeting**

**to be held on Tuesday, 15 May 2012**

**at 10:00 a.m.**

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 2011 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 fiscal year 2011, and submission of the approved consolidated financial statements for the year ended 31 December 2011 and of the group management report (including the notes to the information provided in accordance with Section 315 Para. 4 HGB) for fiscal year 2011**

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. Adoption of a resolution regarding the appropriation of the balance sheet profits**

The Board of Management and the Supervisory Board propose that the balance sheet profits of EURO 114,699,663.29 for fiscal year 2011 shall be used as follows:

- Distribution of a dividend of EURO 0.85 per dividend-bearing no-par value share	EURO 70,722,269.50,
- Amount of profit carried forward	<u>EURO 43,977,393.79,</u>
Balance sheet profit (total)	EURO 114,699,663.29.

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

**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 fiscal year 2011 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 fiscal 2011 with respect to that year.

**5. Appointment of the auditor**

The Supervisory Board upon recommendation of the Audit Committee proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, shall be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for fiscal year 2012 and as auditor for the review of the abbreviated financial statements and the interim management report as contained in the half-year report 2012.

**II. Additional information about convening the Stockholders' Meeting**

**1. Total number of shares and voting rights**

At the time the Annual Stockholders' Meeting was convened, a total of 83,202,670 individual no-par value shares had been issued. Each share carries one voting right. Therefore, the total number of voting rights is 83,202,670. The Company does not hold any treasury stock at the time of convening of the stockholder's meeting. There are no different classes of shares.

**2. Requirements for participating in the Annual Stockholders' Meeting and for exercising voting rights**

Stockholders are entitled to attend the Annual Stockholders' Meeting and to exercise their voting rights provided that they have furnished proof of their 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 by Tuesday, 8 May 2012 (24:00 hours CEST). The proof of stock ownership must refer to the beginning of the 21<sup>st</sup> day prior to the Annual Stockholders' Meeting, i.e. Tuesday, 24 April 2012, 0:00 hours (CEST) (verification date), and must be drawn up in German or English. Both the proof of stock ownership and the registration must be received by the Company no later than Tuesday, 8 May 2012 (24:00 hours CEST) at the following address:

LANXESS Aktiengesellschaft,  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
P.O. Box 20 01 07  
60605 Frankfurt/Main  
E-mail: WP.HV@Xchanging.com  
Fax: + 49 (0)69 12012-86045

The verification date shall be authoritative for exercising the participation right and for the number of voting rights in the Annual Stockholders' Meeting. Only a person having furnished such special proof of stock ownership as of the verification date shall be a Stockholder for purposes of the

Company and with regard to participating in the Annual Stockholders' Meeting and exercising the voting right. Changes in stock ownership after the verification date shall be without relevance for the participation right and the number of voting rights. Persons who as of the verification date have not yet held any shares and have acquired their shares only after the verification 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 the special proof of stock ownership shall continue to be entitled to attend and to vote to the extent of the proven stock ownership even if they dispose of all or some of their shares after the verification date. The verification date shall be of no relevance for the right to dividends.

Upon receipt of the registration and proof 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 manner their registration and proof of stock ownership provided 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, including a financial institution or a Stockholders' association, as proxy to exercise their voting rights. Issuing, revoking, or proving 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 institution or person under Section 135 Para. 8 and 10 AktG is to be authorized to exercise the voting right.

To nominate third parties as proxies, Stockholders may use the proxy section of their admission ticket that shall be mailed to them upon registration. A proxy form is also available on the Internet at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com).

It is also possible to authorize third parties electronically via 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](http://www.stockholdersmeeting.lanxess.com). The electronic proxy must be transmitted in a timely manner in order to be taken into consideration; the same shall apply to any electronic revocation of proxy.

Proof of the appointment of an authorized representative may also be transmitted to the Company at the following e-mail address: [hv2012@lanxess.com](mailto:hv2012@lanxess.com).

If a financial institution or other similar institution or enterprise (Section 135 Para. 10, 125 Para. 5 AktG) or a Stockholders' association or a person as defined in Section 135 Para. 8 AktG is to be authorized, there is no text form requirement. However, in such case their proxy must be verifiable and complete, and may contain only statements related to exercising the voting right. Accordingly, if you intend to authorize a financial institution, a Stockholders' association or any other similar institution or person under Section 135 AktG, please coordinate the form of the proxy with those institutions or persons.

#### **Company-nominated voting right proxies**

The Company again offers its Stockholders the opportunity to appoint Company-nominated proxies to exercise their voting rights. Stockholders wanting to exercise this option must have an admissions ticket. Such proxies must be given authorization and instructions on how to exercise their 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 and proof of proxy shall be provided to the company in text form.

Authorization of and voting instructions to Company-nominated voting right proxies may be issued by using the authorization and instructions section on the admission ticket unless stipulated otherwise in what follows. Authorizations (including instructions) must have been received by the Company no later than Monday, 14 May 2012, 12:00 hours (CEST) (date received) at the following address:

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

Fax: +49 (0)89 309037-4675  
E-mail: hv2012@lanxess.com

Company-nominated proxies may also be authorized and instructed via the Internet. Stockholders may access the Internet-supported proxy system via the Company's website at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com). Authorizations and instructions to the proxy issued on the Internet must be completed by Monday, 14 May 2012, 18:00 hours (CEST), at the latest; until that 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 the relevant authorizations and instruction at the exit in text form. This option will be available to Stockholders, regardless of whether they subsequently leave the Annual Stockholders' Meeting or wish to continue to attend.

Even in case of the authorization of third parties or Company-nominated proxies, registration and proof 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 prorated amount of EURO 500,000 may demand that items are added to the agenda and announced. Each new item must be accompanied by a justification or a proposed resolution.

Any motions shall be sent in writing to the Company's Board of Management. We request that all motions be addressed as follows:

To the Board of Management of  
LANXESS Aktiengesellschaft  
Attn. Law & Intellectual Property Department  
Kaiser-Wilhelm-Allee 40  
Building K 10  
51369 Leverkusen  
Germany

Such motion must be 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 is therefore Saturday, 14 April 2012, 24:00 hours (CEST). Any motions for amendments received after that date shall not be considered.

Motions for amendments shall be considered only if the applicants demonstrate that they have owned the minimum number of shares for no less than three months prior to the date of the Annual Stockholders' Meeting (i.e. since Wednesday, 15 February 2012, 0:00 hours CET) and that they have held such minimum stock ownership up to and including the day on which the request was posted.

**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](http://www.stockholdersmeeting.lanxess.com) if the Stockholder has sent a counter-motion against a proposal 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 Monday, 30 April 2012, 24:00 hours CEST, at the latest):

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

Fax: +49 (0)214 30-24806  
E-mail: [hv2012@lanxess.com](mailto:hv2012@lanxess.com)

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

Proposals by Stockholders regarding the election of 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 above-mentioned 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 Monday, 30 April 2012, 24:00 hours CEST at the latest). Nominations sent to other addresses will not be considered. Such nomination proposals shall include name, profession, and place of residence of the nominee.

Further information, in particular about circumstances in which motions and nominations do not have to be made available, can be found on the Internet at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com).

**6. Stockholders' Right to 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 concerning the Company, including its legal and business relationships with affiliated enterprises and the financial situation of the group and the enterprises included in the consolidated financial statements if this is required for a proper assessment of an agenda item.

Such information shall be provided in accordance with the principles of diligent and truthful reporting. 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 Stockholders' have to speak and raise questions. Further information is available on the Company's website at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com).

**7. Information on the Company's Website**

In compliance with Section 124a AktG, this invitation to the Annual Stockholders' Meeting, the documents to be made available and other information in connection with the Annual

Stockholders' Meeting is available on the Company's website at [www.stockholdersmeeting.lanxess.com](http://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 follow the speech given by the Chairman of the Board of Management during the Annual Stockholders' Meeting on 15 May 2012 on the Internet at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com). The other portions of the Meeting will not be broadcasted.

Leverkusen, April 2012

LANXESS Aktiengesellschaft  
The Board of Management