

**LANXESS Aktiengesellschaft  
Annual Stockholders' Meeting on 22 May 2014**

**Explanations on the Rights of Stockholders  
pursuant to Section 122 Para. 2, Section 126 Para. 1, Section 127, Section 131  
Para. 1 German Stock Corporation Act (hereafter AktG)**

**1. 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 EURO 500,000 may demand that items are added to the agenda and announced. Each new item must be accompanied by a justification or proposal for resolution.

Any motions shall be sent in writing to the Company's Board of Management. We request that motions are sent to the following address:

To the Board of Management of  
LANXESS Aktiengesellschaft  
attn. Law & Intellectual Property Department  
Kennedyplatz 1  
50569 Köln  
Germany

It must have been received by the Company no later than 30 days prior to the Meeting, whereas the day of receipt and the day of the Annual Stockholders' Meeting do not count. The last possible date of receipt is therefore Monday, 21. April 2014, 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 applicants 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 and that they have held such minimum stock ownership up to and including posting of the motion.

Agenda amendments to be announced will be publicized – if not already done so by way of the notice of the Annual Stockholders' Meeting – immediately upon receipt of the request in the Federal Gazette and forwarded to those media deemed capable of publishing the information throughout the European Union. In addition, the amendments will be announced at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com) and conveyed to the Stockholders in accordance with Section 125 Para. 1 Sentence 3 AktG.

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

Counter-motions by stockholders against proposals for resolution by the Management Board and/or the Supervisory Board with regard a specific item on the agenda of the Stockholders' Meeting, including their substantiations, may exclusively be sent to the address stated immediately below. The same applies to proposals by stockholders for election of members of the Supervisory Board or of auditors. Counter-motions and election proposals sent to a different address will not be considered.

LANXESS Aktiengesellschaft  
Law & Intellectual Property Department  
Kennedyplatz 1  
50569 Köln  
Germany

Fax: +49 (0)221 8885-4806  
E-mail: [hv2014@lanxess.com](mailto:hv2014@lanxess.com)

Counter-motions and election proposals received by the Company at the above address, together with proof of the stockholding of the stockholder, no later than 14 days preceding the day of the Annual Stockholders' Meeting (not counting the day of receipt and not counting the day of the Annual Stockholders' Meeting itself, that is no later than Wednesday, 7 May 2014, 24:00 hours (midnight) CEST) will be made available on the internet at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com) without undue delay, provided they have to be made available to the other shareholders. Comments thereon by management, if any, will be made available at the same internet address.

The Company need not publicize a counter-motion and its justification if

1. the Board of Management would by way of such communication commit a criminal offence;
2. the counter-motion would lead to a resolution at the Annual Stockholders' Meeting that would be illegal or violate the articles;

3. the justification contains statements that are clearly false or misleading or if they are defamatory;
4. a counter-motion from the Stockholder based on the same facts was already communicated at the Stockholders' Meeting in accordance with Section 125 AktG;
5. the same counter-motion of the Stockholder based on essentially the same justification has already been communicated within the last five years at a minimum of two Stockholders' Meetings in accordance with Section 125 AktG and at the Stockholders' Meeting less than one-twentieth of the share capital represented voted in favor of the motion;
6. the Stockholder indicates that he/she will neither attend nor be represented at the Annual Stockholders' Meeting; or
7. within the last two years at two Annual Stockholders' Meetings the Stockholder has failed to make a counter-motion or have a counter-motion made on his/her behalf.

Justifications for counter-motions do not need to be publicized if they exceed 5,000 characters.

For circumstances under which nominations and any explanations do not need to be made public the above applies correspondingly. Election proposals do not need to be accompanied by a justification. Election proposals of stockholders for the election of members of the Supervisory Board do not need to be made available if they do not include the name, the current occupation and the place of residence of the proposed person as well as such persons memberships in legally stipulated supervisory boards or in comparable domestic and foreign supervisory organs of business enterprises. Election proposals of stockholders for the election of the auditor do not need to be made available if they do not include with respect to a proposed person the current occupation and the place of residence of such person, or if they do not include with regard to a proposed auditing firm name and seat of such firm.

If several Stockholders make counter-motions for resolutions on the same matter, or if they make the same nominations, the Board of Management can combine the counter-motions or nominations and their respective justifications.

### **3. Stockholders' Right of information in accordance with Section 131 Para. 1 AktG, Section 293g Para. 3 AktG**

Pursuant to Section 131 Para. 1 AktG, each stockholder shall upon request be provided with information at the Stockholders' Meeting regarding the Company's affairs to the

extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. Such information right extends to the Company's legal and business relationships with affiliated enterprises, the situation of the group of companies and the enterprises included in its consolidated financial statements. Further thereto, in connection with agenda item 7 pursuant to Section 293g Para. 3 AktG, upon request, at the Annual Stockholders' Meeting stockholders shall be provided with information on the affairs of the subsidiaries of the Company referred to in such agenda item and which are of material relevance in the context of the amendment agreements. The relevant information has to be provided in accordance with the principles of diligent and accurate accounting.

The chairperson of the Annual Stockholders' Meeting is pursuant to Section 16 Para. 4 of the corporation's by-laws permitted to reasonably limit the time for Stockholders to pose questions and speak. Where appropriate, the chairperson is in particular permitted to limit the question and speaking time of individual or all Stockholders to individual or all topics of the meeting at the outset or during the course of the Annual Stockholders' Meeting and, where permitted by law for the proper conduct of the meeting, to order the end of the debate.

The Board of Management may refuse to provide information

1. if provision thereof would, according to good business judgment, likely be very detrimental to the Company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of individual taxes;
3. on the difference between the value at which items are shown in the annual balance and a higher value of these items;
4. on the accounting and valuation methods as far as disclosure of such methods in the appendix suffices to provide a clear representation of the Company's actual position regarding assets, finances and profitability within the meaning of Section 264 Para. 2 of the German Commercial Code (Handelsgesetzbuch);
5. if provision thereof would make the Board of Management criminally liable;
6. if the information on the Company's homepage is available for at least seven consecutive days prior to the Stockholders' Meeting and in the Stockholders' Meeting.

For other reasons information may not be denied.

If a Stockholder in his/her capacity as a Stockholder is given information outside the Annual Stockholders' Meeting, this information shall be provided to any other Stockholder upon request at the Annual Stockholders' Meeting, even if this information is not necessary for a proper evaluation of the items on the agenda. In this case the Board of Management may not deny the information in accordance with the foregoing points 1 - 4.

If a Stockholder is denied the information, he/she can request that his/her question and the reason for which the information was denied be included in the minutes of the Annual Stockholders' Meeting.