

ISSUER SUBSTITUTION WITH RESPECT TO

LANXESS FINANCE B.V.

**EUR 200,000,000 5.50 % NOTES DUE 21 SEPTEMBER 2016,
ISSUED 21 SEPTEMBER 2009
(ISIN: XS0452802175)**

**EUR 500,000,000 4.125 % NOTES DUE 23 MAY 2018,
ISSUED 23 MAY 2011
(ISIN: XS0629645531)**

**EUR 500,000,000 2.625 % NOTES DUE 21 NOVEMBER 2022,
ISSUED 21 NOVEMBER 2012
(ISIN: XS0855167523)**

**EUR 100,000,000 3.50 % NOTES DUE 5 APRIL 2022,
ISSUED 5 APRIL 2012
(ISIN: XS0769023309)**

**EUR 100,000,000 3.95 % NOTES DUE 5 APRIL 2027,
ISSUED 5 APRIL 2012
(ISIN: XS0768450933)**

(TOGETHER, THE "NOTES")

LANXESS Finance B.V. as the issuer for above listed Notes has appointed LANXESS Aktiengesellschaft ("**LANXESS AG**"), a German stock corporation with registered office at Kennedyplatz 1, 50569 Cologne, Germany, and registered in the commercial register of Cologne under number HRB 53652, as substitute debtor in respect of all obligations arising from or in connection with the Notes as of 20 March 2015. By way of substitution, LANXESS AG assumes all obligations as issuer under the Notes. Rights of the noteholders remain otherwise unchanged.

LANXESS Aktiengesellschaft

Cologne, March 20, 2015

LANXESS Aktiengesellschaft
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Germany

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