

Dated 11 May 2011

*This document constitutes a supplement within the meaning of Article 16 of Directive 2003/71/EC to two base prospectuses: (i) the base prospectus of LANXESS Aktiengesellschaft in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 ("Non-Equity Securities") and (ii) the base prospectus of LANXESS Finance B. V. in respect of Non-Equity Securities (together, the "**Debt Issuance Programme Prospectus**").*

This First Supplement is supplemental to, and must be read in conjunction with, the Debt Issuance Programme Prospectus.



LANXESS Aktiengesellschaft

(incorporated in the Federal Republic of Germany)
as Issuer and as Guarantor for Notes issued by

LANXESS Finance B.V.

(incorporated with limited liability in the Netherlands)

EUR 2,500,000,000 Programme for the Issuance of
Debt Instruments (the "**Programme**")

First Supplement dated 11 May 2011 to the Debt Issuance Programme Prospectus pursuant to Art. 16 (1) of Directive 2003/71/EC and Art. 13 (1) of the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) (the "**First Supplement**").

This First Supplement is supplemental to, and should be read in conjunction with the Debt Issuance Programme Prospectus dated 28 April 2011 (the "**Prospectus**") pertaining to the EUR 2,500,000,000 Programme for the Issuance of Debt Instruments of LANXESS Aktiengesellschaft and LANXESS Finance B.V. Therefore, with respect to future issues under the Programme of LANXESS Aktiengesellschaft and LANXESS Finance B.V., references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this First Supplement. To the extent that there is any inconsistency between (a) any statements in this First Supplement or any statement incorporated by reference into the Prospectus by this First Supplement and (b) any other statement in or incorporated in the Prospectus, the statements in (a) above will prevail.

Terms defined in the Prospectus have the same meaning when used in this First Supplement.

Each Issuer has requested the Commission de Surveillance du Secteur Financier of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Luxembourg act relating to prospectuses for securities (*Loi du 10 juillet 2005 relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Prospectus Act**") to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), the United Kingdom of Great Britain and Northern Ireland, Ireland, the Republic of Austria and The Netherlands with a certificate of approval attesting that the First Supplement has been drawn up in accordance with the Luxembourg Prospectus Act which implements Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 into Luxembourg law ("**Notification**"). Each Issuer may request

the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This First Supplement and the Prospectus have been approved by the CSSF, have been filed with said authority and will be published - together with the documents incorporated by reference - in electronic form on the website of the Luxembourg Stock Exchange under "www.bourse.lu" and on the website of LANXESS Aktiengesellschaft (www.lanxess.de). A copy of this First Supplement can also be obtained from the Paying Agent in Luxembourg as described on page 136 of the Prospectus.

This First Supplement shall only be distributed in connection with the Prospectus.

By virtue of this First Supplement the unaudited, condensed consolidated interim Financial Statements of LANXESS Group for Q1 2011 shall be deemed to be incorporated in, and form part of, the Prospectus. In addition, the amendments set out below shall be made to the Prospectus.

I. GENERAL INFORMATION

1. Right to withdraw

In accordance with article 13 (2) of the Luxembourg Prospectus Act, investors who have - prior to the publication of this First Supplement - already agreed to purchase or subscribe for securities to be issued under this Programme shall have the right, exercisable within a time limit of two working days after the publication of the First Supplement, to withdraw their acceptances provided that the securities have not yet been delivered. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office, specified in the list of NAMES AND ADDRESSES of the Prospectus on page 139.

2. Responsibility Statement

LANXESS Aktiengesellschaft ("**LANXESS AG**" or the "**Company**" and together with its consolidated subsidiaries, the "**LANXESS Group**", the "**Group**" or "**LANXESS**") with its registered office in Leverkusen and LANXESS Finance B.V. ("**LANXESS Finance**") with its registered office in Amsterdam (each an "**Issuer**", and together, the "**Issuers**") are solely responsible for the information given in this First Supplement to the Prospectus.

Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement to the Prospectus for which it is responsible is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Each Issuer and the Guarantor have confirmed to the Dealers that the Prospectus as supplemented by this First Supplement contains the information which, according to the particular nature of the respective Issuer and of the Notes offered to the public or admitted to trading on a regulated market, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses, and prospects of each Issuer and the Guarantor, and of the rights attaching to the Notes; that the information contained therein with respect to the Issuers, the Guarantor and the Notes is accurate in all material respects and is not misleading; that any opinions and intentions expressed herein are honestly held and based on reasonable assumptions; that there are no other facts, the omission of which would make any statement, whether fact or opinion, in the Prospectus as supplemented by this First Supplement misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained herein.

3. Notice

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this First Supplement or any other document entered into in relation to the Programme or any information supplied by any Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuers, the Guarantor, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arrangers nor any Dealer nor any other person mentioned in the Prospectus or this First Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this First Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

II. AMENDMENTS TO PROSPECTUS

1. Incorporation of unaudited , condensed consolidated interim Financial Statements of LANXESS Group for Q1 2011

a) Change to section "Summary in respect of LANXESS AG"

The first sub-paragraph and the following table within the paragraph "SELECTED FINANCIAL INFORMATION" within the section "Summary – Summary in respect of LANXESS AG" (page 11 and page 12 of the Prospectus) shall be replaced by the following wording and following table:

"The following table sets out selected financial information relating to the LANXESS Group. Unless otherwise indicated, the information has been extracted from the unaudited, condensed consolidated interim financial statements of LANXESS AG as of 31 March 2011 and the audited consolidated financial statements of LANXESS AG for the years ended 31 December 2010 and 31 December 2009. The unaudited, condensed consolidated interim financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) and related interpretations of the International Financial Reporting Interpretations Committee (IFRIC), as adopted by the European Union, and the audited consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union (IFRS).

	1 January to 31 March		1 January to 31 December	
	2011	2010	2010	2009
In € million	(unaudited)		(audited)	
Sales	2,073	1,613	7,120	5,057
Operating result (EBIT)	246	164	607	149
Income after income taxes	167	105	381	39
Net cash provided by operating activities	36	(8)	505	565
Cash outflows for purchases of intangible assets, property, plant and equipment	68	39	501	275
Total assets	5,837	5,666 ¹	5,666	5,068
Equity	1,917	1,559	1,761	1,445

"

b) Change to section "Zusammenfassung in Bezug auf die LANXESS AG"

The first sub-paragraph and the following table within the paragraph "AUSGEWÄHLTE FINANZINFORMATIONEN" within the section "Zusammenfassung - Zusammenfassung in Bezug auf LANXESS AG (page 22 and page 23 of the Prospectus) shall be replaced by the following wording and the following table:

"Die nachfolgende Tabelle zeigt in zusammengefasster Form einzelne Finanzinformationen für den LANXESS Konzern. Soweit nicht anders vermerkt, wurden diese Informationen dem ungeprüften verkürzten Konzernzwischenabschluss der LANXESS AG zum 31. März 2011 und den geprüften Konzernabschlüssen der LANXESS AG für die am 31. Dezember 2010 und 31. Dezember 2009 endenden Geschäftsjahre 2010 und 2009 entnommen. Der ungeprüfte verkürzte Konzernzwischenabschluss der LANXESS AG wurde nach den International Financial Reporting Standards (IFRS) des International Accounting Standards Boards (IASB) und den diesbezüglichen Interpretationen des International Financial

¹ As of 31 December 2010

Reporting Interpretations Committee (IFRIC) aufgestellt, wie sie in der Europäischen Union anzuwenden sind, und die geprüften Konzernabschlüsse der LANXESS AG wurden nach den International Financial Reporting Standards, wie sie in der Europäischen Union anzuwenden sind, aufgestellt.

	1. Januar bis 31. März		1. Januar bis 31. Dezember	
	2011	2010	2010	2009
In Millionen €	(ungeprüft)		(geprüft)	
Umsatzerlöse	2.073	1.613	7.120	5.057
Operatives Ergebnis (EBIT)	246	164	607	149
Ergebnis nach Ertragssteuern	167	105	381	39
Cashflow aus operativer Tätigkeit	36	(8)	505	565
Ausgaben für den Erwerb von immateriellen Vermögenswerten und Sachanlagen	68	39	501	275
Summe Aktiva	5.837	5.666 ²	5.666	5.068
Eigenkapital	1.917	1.559	1.761	1.445
"				

c) Change to section "LANXESS AG"

The first sub-paragraph and the following table within the paragraph "2. SELECTED FINANCIAL INFORMATION" within the section "LANXESS AG" (page 104 of the Prospectus) shall be replaced by the following wording and the following table:

"The following table sets out selected financial information relating to LANXESS. Unless otherwise indicated the information has been extracted from the unaudited, condensed consolidated interim financial statements of LANXESS AG as of 31 March 2011 and the audited consolidated financial statements of LANXESS AG for the years ended 31 December 2010 and 31 December 2009. The unaudited, condensed consolidated interim financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) and related interpretations of the International Financial Reporting Interpretations Committee (IFRIC), as adopted by the European Union, and the audited consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union (IFRS).

	1 January to 31 March		1 January to 31 December	
	2011	2010	2010	2009
In € million	(unaudited)		(audited)	
Sales	2,073	1,613	7,120	5,057
Operating result (EBIT)	246	164	607	149
Income after income taxes	167	105	381	39
Net cash provided by operating activities	36	(8)	505	565
Cash outflows for purchases of intangible assets, property, plant and equipment	68	39	501	275
Total assets	5,837	5,666 ³	5,666	5,068
Equity	1,917	1,559	1,761	1,445
"				

² Zum 31. Dezember 2010

³ As of 31 December 2010

d) Change to section "INCORPORATION BY REFERENCE"

The following items shall be added to the list within section "INCORPORATION BY REFERENCE" (page 137 and page 138 of the Prospectus):

"- LANXESS GROUP Interim Report Q1 2011 as of 31 March 2011

- the unaudited, condensed consolidated interim financial statements of LANXESS GROUP ended 31 March 2011, consisting of

- Statement of Financial Position (page 12 of the Interim Report Q1 2011)
- Income Statement (page 13 of the Interim Report Q1 2011)
- Statement of Comprehensive Income (page 14 of the Interim Report Q1 2011)
- Statement of Changes in Equity (page 14 of the Interim Report Q1 2011)
- Statements of Cash Flows (page 15 of the Interim Report Q1 2011)
- Notes to the Condensed Consolidated Interim Financial Statements (pages 17 to 19 of the Interim Report Q1 2011)"

2. Other Changes

a) Change to section "LANXESS AG – 10. TREND INFORMATION"

The first sentence of section "LANXESS AG – 10. TREND INFORMATION" (page 110 of the Prospectus) shall be replaced by the following:

"Save as disclosed in this Prospectus and the First Supplement, there has been no material change in the prospects of LANXESS AG since 31 December 2010."

b) Change to section "B. RECENT DEVELOPMENTS "

The second sub-paragraph under section "LANXESS AG – 10. TREND INFORMATION - B. RECENT DEVELOPMENTS " (page 111 of the Prospectus) shall be replaced by the following:

"On 14 December 2010, LANXESS reached agreement with the Dutch company Royal DSM N.V. to acquire the DSM Elastomers group for €310 million on a cash- and debt-free basis. Based in Sittard-Geleen, the Netherlands, DSM Elastomers produces the synthetic rubber ethylene propylene diene monomer (EPDM) at facilities in the Netherlands and Brazil and has around 420 employees worldwide. The business complements the EPDM activities of the Technical Rubber Products business unit in the Performance Polymers segment. Through the transaction, LANXESS also aims to strengthen its own technology base in the area of EPDM. The shares have been transferred upon closing, which took place on 2 May 2011 with economic effect as of 1 May 2011."

c) Change to section "LANXESS AG – 13. MAJOR SHAREHOLDERS"

The following paragraph shall replace section "LANXESS AG – 13. MAJOR SHAREHOLDERS" (page 118 of the Prospectus):

"LANXESS AG has been notified by the following shareholders holding an interest of 3 per cent or more:

Shareholder	Percentage
Dodge & Cox, San Francisco (USA)	9.93
BlackRock, Inc, Now York (USA)	5.10
J.P. Morgan	4.88 ¹
TIAA CREF Funds, New York (USA)	3.24

Teachers Advisors, Inc., New York (USA)	3.24
Fidelity Management & Research Company (FMR) LLC, Boston, USA	3.13

¹ The reported shareholdings of J.P. Morgan include the interests held by several J.P. Morgan companies, all of which have submitted voting rights notices.

"

d) Change to section "LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION"

The following paragraph shall be added to the section "LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION" (page 118 of the Prospectus):

"The unaudited, condensed consolidated interim financial statements of LANXESS AG as of 31 March 2011, prepared in accordance with International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) and related interpretations of the International Financial Reporting Committee (IFRIC), as adopted by the European Union, contained in LANXESS' Interim Report Q1 2011 on pages 12 to 19, are incorporated by reference into this Prospectus. "

e) Change to section "LANXESS AG – 16. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS"

The first sentence of section "LANXESS AG – 16. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS" (page 118 of the Prospectus) shall be replaced by the following:

"Save as disclosed in this Prospectus and the First Supplement thereto, there has been no significant change in the financial or trading position of LANXESS since 31 March 2011."

f) Change to section "INCORPORATION BY REFERENCE"

The first items relating to "LANXESS GROUP ANNUAL REPORT 2010" in the list within section "INCORPORATION BY REFERENCE" (page 137 and page 138 of the Prospectus) shall be replaced by:

- **"LANXESS Group Annual Report 2010"**
 - the audited consolidated financial statements of LANXESS Group for the fiscal year ended on 31 December, 2010 consisting of
 - Statement of Financial Position (page 112 of the Annual Report of 2010),
 - Income Statement (page 113 of the Annual Report of 2010),
 - Statement of Comprehensive Income (page 113 of the Annual Report of 2010),
 - Statement of Changes in Equity (page 114 of the Annual Report of 2010),
 - Statement of Cash Flows (page 115 of the Annual Report of 2010),
 - Notes to the Consolidated Financial Statements (pages 116 to 153 of the Annual Report of 2010),
 - the Auditor's Report (page 155 of the Annual Report of 2010)"

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Prospectus.