

Dated 21 August 2013

*Supplement within the meaning of Article 16(1) of Directive 2003/71/EC, as amended, (the “**Prospectus Directive**”), and Article 13 (1) of the Luxembourg act relating to prospectuses for securities (Loi relative aux prospectus pour valeurs mobilières) (the “**Luxembourg Prospectus Act**”) dated 21 August 2013 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**”) as supplemented by a First Supplement dated 26 June 2013 to the Debt Issuance Programme Prospectus (the “**First Supplement**”).*



*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**")

This Second Supplement is supplemental to, and should be read in conjunction with the Debt Issuance Programme Prospectus dated 29 April 2013 as supplemented by the First Supplement (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 Second Supplement. To the extent that there is any inconsistency between (a) any statements in this Second Supplement or any statement incorporated by reference into the Prospectus by this Second 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 Second Supplement.

This Second Supplement has been approved by the Commission de Surveillance du Secteur Financier of the Grand Duchy of Luxembourg (the “**CSSF**”) in its capacity as competent authority under the Luxembourg Prospectus Act for the purposes of the Prospectus Directive, has been filed with said authority and will be published in electronic form - together with the documents incorporated by reference - on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of LANXESS Aktiengesellschaft ([www.lanxess.de](http://www.lanxess.de)). A copy of this Second Supplement can also be obtained from the Paying Agent in Luxembourg as described on page 184 of the Prospectus.

Each Issuer has requested 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 Republic of Austria and The Netherlands with a certificate of approval attesting that the Second 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 Second Supplement shall only be distributed in connection with the Prospectus.

By virtue of this Second Supplement the following from

- (i) the unaudited, condensed consolidated interim Financial Statements of LANXESS Group for H1 2013
- (ii) the unaudited unconsolidated interim Financial Statements of LANXESS Finance for H1 2013

shall be deemed to be incorporated by reference in, and form part of, the Prospectus:

Item	Page number in the LANXESS GROUP Interim Report H1 2013 as of 30 June 2013
Statement of Financial Position	18
Income Statement	19
Statement of Comprehensive Income	20
Statement of Changes in Equity	20
Statement of Cash Flows	21
Segment and Region Data	22
Notes to the Condensed Consolidated Interim Financial Statements	23 to 28

Item	Page number in the LANXESS Finance Interim Report H1 2013 as of 30 June 2013
Statement of Financial Position	7 and 8
Income Statement	9
Notes to the Interim Financial Statements	10 to 20

In addition, following a press release of LANXESS AG dated 6 August 2013, stating that LANXESS AG expects the business year 2013 to remain challenging and posted a decline in second quarter sales and earnings, certain amendments to the affected parts of the Prospectus shall be made.

Following the change of LANXESS AG’s registered seat to Cologne and of its business address to Kennedyplatz 1, 50569 Cologne as of 1 August 2013, the necessary amendments to the Prospectus shall be made.

Finally, following the death of a member of the supervisory board of LANXESS AG, Dr. Ulrich Middelmann, Ms. Claudia Nemat was appointed member of the supervisory board of LANXESS AG and therefore the necessary amendments to the Prospectus shall be made.

## **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 Second 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 Second Supplement, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 (1) of the Luxembourg Prospectus Act arose before the final closing of the offer to the public and the delivery of the securities. This Second Supplement was

approved on 21 August 2013, consequently investors can withdraw their acceptances until 23 August 2013. 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 184 (as amended by this Second Supplement).

## 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 Cologne 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 Second 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 Second 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 of the Issuers and the Guarantor has confirmed to the Dealers that the Prospectus as supplemented by this Second 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 Second 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 Second 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 Second Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this Second 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. Changes relating to the Summary and the German translation of the Summary

#### a) Change to Element B.4b in “Section B – LANXESS Aktiengesellschaft as [Issuer] [Guarantor]”

*Element B.4b in “Section B – LANXESS Aktiengesellschaft as [Issuer] [Guarantor]” in the Summary on pages 9-11 of the Prospectus shall be deleted and replaced by the following:*

“

<b>B.4b</b>	<b>Description of any known trends affecting the [Issuer][Guarantor] and the industries in which it operates</b>	LANXESS does not see an improvement in business conditions in the second half of the year 2013. Customers continue to destock their inventories, noticeably in Asia, and overall consumer sentiment remains weak. For the year 2013, the company has substantiated its outlook given in May of EBITDA pre exceptionals of less than EUR one billion. LANXESS now anticipates EBITDA pre exceptionals of EUR 700-800 million, excluding potential inventory devaluations. Given the persistently weak demand this year, LANXESS no longer considers achievement of the target EBITDA pre exceptionals for 2014 of €1.4 billion to be realistic. Despite the difficult
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		conditions, LANXESS is maintaining its mid-term target of EUR 1.8 billion EBITDA pre exceptionals in 2018, although it has become more challenging to reach it.
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**b) Change to Element B.12 in “Section B – LANXESS Aktiengesellschaft as [Issuer] [Guarantor]”**

*Element B.12 in “Section B – LANXESS Aktiengesellschaft as [Issuer][Guarantor]” in the Summary on pages 9-11 of the Prospectus shall be deleted and replaced by the following:*

“

B.12	Selected historical key financial information	In € million	1 January to 30 June		1 January to 31 December	
			2013 (unaudited)	2012	2012 (audited)	2011
		Sales	4,236	4,812	9,094	8,775
		Operating result (EBIT)	117	527	810	776
		Income after income taxes	32	367	515	507
		Net cash provided by (used in) operating activities	(67)	80	838	672
		Cash outflows for purchases of intangible assets, property, plant and equipment	252	229	696	679
		Total assets	7,268	7,519 <sup>1</sup>	7,519	6,878
		Equity	2,198	2,330 <sup>2</sup>	2,330 <sup>3</sup>	2,074
	<b>A statement that there has been no material adverse change in the prospects of the [Issuer] [Guarantor] since the date of its last published audited financial statements or a description of any material adverse change</b>	There has been no material adverse change in the prospects of LANXESS AG since 31 December 2012.				
	<b>A description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information</b>	There has been no significant change in the financial or trading position of LANXESS AG since 30 June 2013.				

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**b) Change to Element B.12 in “Section B – LANXESS Finance B.V. as Issuer”**

*Element B.12 in “Section B – LANXESS Finance B.V. as Issuer” in the Summary on pages 12-13 of the Prospectus shall be deleted and replaced by the following:*

<sup>1</sup> As of 31 December 2012

<sup>2</sup> As of 31 December 2012; restated

<sup>3</sup> Restated

“

<b>B.12</b>	<b>Selected historical key financial information</b>	<b>In € thousand</b>	<b>H1 2013</b>	<b>2012</b>	<b>2011</b>
		Net financial income	1,356	2,593	2,328
		Net income	497	3,459	949
		Total assets	2,113,371	2,130,521	1,776,182
		Shareholder's Equity	12,102	11,605	8,527
	<b>A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change</b>	There has been no material adverse change in the prospects of LANXESS Finance since 31 December 2012.			
	<b>A description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information</b>	There has been no significant change in the financial or trading position of LANXESS Finance since 30 June 2013.			

”

**c) Change to Punkt B.4b in “Abschnitt B – LANXESS Aktiengesellschaft als [Emittentin][Garantin]“**

*Punkt B.4b in “Abschnitt B – LANXESS Aktiengesellschaft als [Emittentin][Garantin]” in the German Translation of the Summary on pages 24-26 of the Prospectus shall be deleted and replaced by the following:*

“

<b>B.4b</b>	<b>Bereits bekannte Trends, die sich auf die [Emittentin][Garantin] und die Branchen, in denen sie tätig ist, auswirken</b>	LANXESS sieht in der zweiten Hälfte des Jahres 2013 keine Verbesserung der Geschäftslage. Der Lagerabbau bei den Kunden setzt sich insbesondere in Asien fort. Das allgemeine Konsumklima bleibt schwach. Für das Gesamtjahr 2013 hat der Konzern seine im Mai veröffentlichte Prognose eines EBITDA vor Sondereinflüssen von unter 1 Milliarde Euro konkretisiert. LANXESS erwartet nun ein EBITDA vor Sondereinflüssen in Höhe von 700 bis 800 Millionen Euro. Mögliche Wertberichtigungen auf Vorräte sind dabei nicht berücksichtigt. Vor dem Hintergrund der anhaltenden Nachfrageschwäche im laufenden Geschäftsjahr hält LANXESS die Erreichung des für 2014 gesetzten Ziels von 1,4 Mrd. € EBITDA vor Sondereinflüssen nicht mehr für realistisch. Trotz der schwierigen Umstände hält LANXESS aber an seinem mittelfristigen Ziel von EUR 1.8 Milliarden EBITDA vor Sondereinflüssen in 2018 fest, obwohl die Erreichung dieses Ziel als herausfordernder angesehen wird.
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**d) Change to Punkt B.12 in “Abschnitt B – LANXESS Aktiengesellschaft als [Emittentin][Garantin]“**

*Punkt B.12 in “Abschnitt B – LANXESS Aktiengesellschaft als [Emittentin][Garantin]” in the German Translation of the Summary on pages 24-26 of the Prospectus shall be deleted and replaced by the following:*

“

B.12	Ausgewählte wesentliche historische Finanzinformationen	1. Januar bis 30. Juni		1. Januar bis 31. Dezember	
		2013	2012	2012	2011
		<b>In Millionen €</b>			
		<b>(ungeprüft)</b>		<b>(geprüft)</b>	
	Umsatzerlöse	4.236	4.812	9.094	8.775
	Operatives Ergebnis (EBIT)	117	527	810	776
	Ergebnis nach Ertragsteuern	32	367	515	507
	Zufluss (Abfluss) aus operativer Tätigkeit	(67)	80	838	672
	Auszahlungen für den Erwerb von immateriellen Vermögenswerten und Sachanlagen	252	229	696	679
	Summe Aktiva	7.268	7.519 <sup>4</sup>	7.519	6.878
	Eigenkapital	2.198	2.330 <sup>5</sup>	2.330 <sup>6</sup>	2.074
	<b>Eine Erklärung, dass sich die Aussichten der [Emittentin] [Garantin] seit dem Datum des letzten veröffentlichten geprüften Abschlusses nicht wesentlich verschlechtert haben, oder Beschreibung jeder wesentlichen Verschlechterung</b>	Seit dem 31. Dezember 2012 sind keine wesentlichen nachteiligen Veränderungen in den Aussichten der LANXESS AG eingetreten.			
	<b>Eine Beschreibung wesentlicher Veränderungen bei Finanzlage oder Handelsposition der [Emittentin] [Garantin], die nach dem von den historischen Finanzinformationen abgedeckten Zeitraum eingetreten sind</b>	Seit dem 30. Juni 2013 sind keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition der LANXESS AG eingetreten.			

”

**e) Change to Punkt B.12 in “Abschnitt B – LANXESS Finance B.V. als Emittentin“**

*Punkt B.12 in “Abschnitt B – LANXESS Finance B.V. als Emittentin” in the German Translation of the Summary on pages 27-28 of the Prospectus shall be deleted and replaced by the following:*

“

<sup>4</sup> Zum 31. Dezember 2012

<sup>5</sup> Zum 31. Dezember 2012; restated

<sup>6</sup> Restated

<b>B.12</b>	<b>Ausgewählte wesentliche historische Finanzinformationen</b>	<b>In Tausend €</b>	<b>H1 2013</b>	<b>2012</b>	<b>2011</b>
		Nettofinanzergebnis	1.356	2.593	2.328
		Ergebnis nach Steuern	497	3.459	949
		Summe Aktiva	2.113.371	2.130.521	1.776.182
		Eigenkapital	12.102	11.605	8.527
	<b>Eine Erklärung, dass sich die Aussichten der Emittentin seit dem Datum des letzten veröffentlichten geprüften Abschlusses nicht wesentlich verschlechtert haben, oder Beschreibung jeder wesentlichen Verschlechterung</b>	Seit dem 31. Dezember 2012 sind keine wesentlichen nachteiligen Veränderungen in den Aussichten der LANXESS Finance eingetreten.			
	<b>Eine Beschreibung wesentlicher Veränderungen bei Finanzlage oder Handelsposition der Emittentin, die nach dem von den historischen Finanzinformationen abgedeckten Zeitraum eingetreten sind</b>	Seit dem 30. Juni 2013 sind keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition der LANXESS Finance eingetreten.			

”

## 2. Changes to section “LANXESS AG”

### a) Change to the Section “LANXESS AG - 2. SELECTED FINANCIAL INFORMATION”

*The first sub-paragraph and the following table within the paragraph “LANXESS AG - 2. SELECTED FINANCIAL INFORMATION” (page 149 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. The information has been extracted from the unaudited, condensed consolidated interim financial statements of LANXESS AG as of 30 June 2013 and the audited consolidated financial statements of LANXESS AG for the year ended 31 December 2012. The unaudited, condensed consolidated interim financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards (IFRS) and related interpretations of the International Accounting Standards Board (IASB) applicable to interim financial reporting, required to be applied in the European Union (EU), and the audited consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards as adopted by the EU (IFRS).

	1 January to 30 June		1 January to 31 December	
	2013	2012	2012	2011
In € million	(unaudited)		(audited)	
Sales	4,236	4,812	9,094	8,775
Operating result (EBIT)	117	527	810	776

Income after income taxes	32	367	515	507
Net cash provided by (used in) operating activities	(67)	80	838	672
Cash outflow for purchases of intangible assets, property, plant and equipment	252	229	696	679
Total assets	7,268	7,519 <sup>7</sup>	7,519	6,878
Equity	2,198	2,330 <sup>8</sup>	2,330 <sup>9</sup>	2,074

**b) Change to section “LANXESS AG – 3. GENERAL INFORMATION ABOUT LANXESS”**

*The following sentence at the end of the third paragraph in the section “LANXESS AG – 3. GENERAL INFORMATION ABOUT LANXESS – A. INCORPORATION, REGISTRATION, REGISTERED OFFICE” (pages 149 to 150 of the Prospectus)*

“Its registered and head office is at Kaiser-Wilhelm-Allee 40, 51369 Leverkusen, Germany (phone: +49-214-30-33333).”

*shall be replaced by:*

“The company's headquarter moved to Cologne, as of 1 August 2013 its new registered seat and business address is at Kennedyplatz 1, 50569 Cologne, Germany (phone: + 49-221-8885-0).”

**c) Change to section “LANXESS AG – 10. TREND INFORMATION”**

*c1) The first sentence of section “LANXESS AG – 10. TREND INFORMATION” (page 155 of the Prospectus) shall be replaced by the following:*

“Save as disclosed in this Prospectus and the Second Supplement, there has been no material change in the prospects of LANXESS AG since 31 December 2012.”

*c2) The following paragraph (which was added by the First Supplement) in the section “LANXESS AG – 10. TREND INFORMATION – B. RECENT DEVELOPMENTS” (page 156 of the Prospectus)*

“On May 23, 2013 LANXESS AG’s annual general meeting passed the resolution to change the articles of association with respect to the company’s registered seat. Accordingly, as of August 1, 2013 LANXESS AG’s registered seat is Cologne and its business address is Kennedyplatz 1, 50569 Cologne.”

*shall be replaced by the following paragraph:*

“On May 23, 2013 LANXESS AG’s annual general meeting passed the resolution to change the articles of association with respect to the company’s registered seat. Accordingly, since August 1, 2013 LANXESS AG’s registered seat is Cologne and its business address is Kennedyplatz 1, 50569 Cologne.”

*c3) The second, third and fourth paragraph in the section “LANXESS AG – 10. TREND INFORMATION – B. RECENT DEVELOPMENTS” (page 156 of the Prospectus) shall be replaced by the following:*

“LANXESS does not see an improvement in business conditions in the second half of the year 2013. Customers continue to destock their inventories, noticeably in Asia, and overall consumer sentiment remains weak. For the year 2013, the company has substantiated its outlook given in May of EBITDA pre exceptionals of less than EUR one billion. LANXESS now anticipates EBITDA pre exceptionals of EUR 700-800 million, excluding potential inventory devaluations.

Against the background of the continuing weak demand in the current business year, the target of EUR 1.4 billion EBITDA pre exceptionals in 2014 is no longer realistic. Despite the difficult conditions, LANXESS is maintaining

<sup>7</sup> As of 31 December 2012

<sup>8</sup> As of 31 December 2012; restated

<sup>9</sup> Restated

its mid-term target of EUR 1.8 billion EBITDA pre exceptionals in 2018, although it has become more challenging to reach it.

LANXESS will continue with its proven counter-measures of flexible asset management and strict cost discipline in the coming months. In addition, this year's capital expenditure budget has already been reduced to EUR 600 million. Important steps to improve the long-term competitiveness of the Rubber Chemicals business unit have already been taken in the second quarter."

**d) Change to section "LANXESS AG – 11. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES"**

d1) *The section "LANXESS AG - 11. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES" subsection "B. SUPERVISORY BOARD" (pages 157 to 160 of the prospectus) shall be amended as follows:*

*"Prof. h.c. (CHN) Dr.Ing. E.h. Dr. Ulrich Middelman" and his "Further Offices" shall be deleted from the list as "Member of Board" and shall be replaced by the following*

*Concerning the heading "Members of Board": "Claudia Nemat"*

*Concerning the respective heading "Further offices":*

Member of the Supervisory Board of LANXESS Deutschland GmbH
Member of the Board of Directors of Deutsche Telekom AG
Chairman of the Supervisory Board of BuyIn SA, Belgium
Member of the Supervisory Board of Everything Everywhere Limited, Great Britain
Member of the Supervisory Board of Hellenic Telecommunications Organisation S.A. (OTE S.A.), Greece"

d2) *In the section "LANXESS AG – 11. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES" On page 160 of the Prospectus, line 2, the telephone number and business address*

*" +49-214-30-33333" and the business address "Kaiser Wilhelm-Allee 40. 51369 Leverkusen, Germany*

*shall be replaced by:*

*" +49-221-8885-0" and the business address "Kennedyplatz 1, 50569 Cologne".*

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

*The following paragraph shall be added to the section "LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION" (pages 162 and 163 of the Prospectus):*

*"The unaudited, condensed consolidated interim financial statements of LANXESS AG as of 30 June 2013, prepared in accordance with International Financial Reporting Standards (IFRS) and related interpretations of the International Accounting Standards Board (IASB) applicable to interim financial reporting, required to be applied in the European Union, contained in LANXESS' Interim Report H1 2013 on pages 18 to 28, are incorporated by reference into this Prospectus."*

**3. Changes to section "LANXESS FINANCE"**

**a) Change to the Section "LANXESS FINANCE - 2. SELECTED FINANCIAL INFORMATION"**

*The first sub-paragraph and the following table within the paragraph "LANXESS AG - 2. SELECTED FINANCIAL INFORMATION" (page 164 of the Prospectus) shall be replaced by the following wording and following table:*

*"The following table sets out selected financial information relating to LANXESS Finance. The information has been extracted from the unaudited, unconsolidated interim financial statements of LANXESS Finance as of 30 June 2013 and from the audited financial statements of LANXESS Finance for the years ended 31 December 2011 and 31 December 2012.*

These financial statements of LANXESS Finance have been prepared in accordance with Part 9 of Book 2 of The Netherlands' Civil Code.

<b>In € thousand</b>	<b>H1 2013</b>	<b>2012</b>	<b>2011</b>
Net financial income	1,356	2,593	2,328
Net income	497	3,459	949
Total assets	2,113,371	2,130,521	1,776,182
Shareholder's Equity	12,102	11,605	8,527

”

**b) Change to section “LANXESS Finance - 6. TREND INFORMATION”**

*The first sentence of section “LANXESS Finance - 6. TREND INFORMATION” (page 165 of the Prospectus) shall be replaced by the following:*

“Save as disclosed in this Prospectus and the Second Supplement thereto, there has been no material adverse change in the prospects of LANXESS Finance since 31 December 2012.”

**c) Change to section “LANXESS FINANCE – 10. HISTORICAL FINANCIAL INFORMATION”**

*The following paragraph shall be added to the section “LANXESS FINANCE – 10. HISTORICAL FINANCIAL INFORMATION” (page 166 of the Prospectus):*

“The semi-annual financial statements as of 30 June 2013 of LANXESS Finance, which includes the unaudited unconsolidated semi-annual financial statements of LANXESS Finance for the period ending 30 June 2012 on pages 7 to 20, is incorporated by reference into this Prospectus.”

**4. Change to section “INCORPORATION BY REFERENCE”**

*The following items shall be added to the list within section “INCORPORATION BY REFERENCE” (page 182 and page 183)*

“- LANXESS GROUP Interim Report H1 2013 as of 30 June 2013

- the unaudited, condensed consolidated interim financial statements of LANXESS GROUP ended 30 June 2013, consisting of

- Statement of Financial Position (page 18 of the Interim Report H1 2013)

- Income Statement (page 19 of the Interim Report H1 2013)

-Statement of Comprehensive Income (page 20 of the Interim Report H1 2013)

- Statement of Changes in Equity (page 20 of the Interim Report H1 2013)

- Statement of Cash Flows (page 21 of the Interim Report H1 2013)

- Segment and Region Data (page 22 of the Interim Report H1 2013)

- Notes to the Condensed Consolidated Interim Financial Statements (pages 23 to 28 of the Interim Report H1 2013)

- LANXESS Finance B.V. Semi-Annual Accounts as of 30 June 2013

- the unaudited, unconsolidated semi-annual financial statements of LANXESS Finance ended 30 June 2012, consisting of

- Statement of financial position as per 30 June 2012 (pages 7 and 8 of the semi-annual financial statements 30 June 2012)

- Income statement for the period ended 30 June 2012 (page 9 of the semi-annual financial statements 30 June 2012)

- Notes to the financial statements (pages 10–20 of the semi-annual financial statements 30 June 2012)”

## **5. Other changes necessary due to the move of LANXESS AG’s registered seat**

### **a) Change of LANXESS AG’s address**

*At the following places in the Prospectus*

- page 47, paragraph 1, line 1
- page 56 §2 (2), line
- page 84 §14 (4), line 3/4
- page 89 §2 (2), line 2
- page 124 §14 (4), line 3/4
- page 132, line 5/6
- page 184, “LANXESS Aktiengesellschaft”
- page 185, “LAWYERS - To the Issuers”

*the address*

“Kaiser-Wilhelm-Allee 40, 51369 Leverkusen”

*shall be replaced by*

“Kennedyplatz 1, 50569 Cologne” *(in English language parts),*

*or, as the case may be,*

“Kennedyplatz 1, 50569 Köln” *(in German language parts).*

### **b) Change of the reference to LANXESS AG’s registered seat**

*At the following places in the Prospectus*

- page 3, paragraph 2, line 1
- page 47, paragraph 1, line 1
- page 83 §14 (2), line 7/8
- page 123 §14 (2), line 7/8
- page 149, 3.A., paragraph 2, line 2
- page 151, line 2

*the reference to*

“Leverkusen”

*shall be replaced by a reference to*

“Cologne” *(in English language parts),*

*or, as the case may be,*

“Köln” *(in German language parts).*

Save as disclosed in this Second 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.