

Dated 28 January 2014

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 28 January 2014 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**") and a Second Supplement dated 21 August 2013 to the Debt Issuance Programme Prospectus (the "**Second 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 Third 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 and the Second 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 Third Supplement. To the extent that there is any inconsistency between (a) any statements in this Third Supplement or any statement incorporated by reference into the Prospectus by this Third 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 Third Supplement.

This Third 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) and on the website of LANXESS Aktiengesellschaft (www.lanxess.de). A copy of this Third 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 Third 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 Third Supplement shall only be distributed in connection with the Prospectus.

By virtue of this Third Supplement the following from the unaudited, condensed consolidated interim Financial Statements of LANXESS Group for Q3 2013 shall be deemed to be incorporated in, and form part of, the Prospectus.

Item	Page number in the LANXESS GROUP Interim Report Q3 2013 as of 30 September 2013
Statement of Financial Position	16
Income Statement	17
Statement of Comprehensive Income	18
Statement of Changes in Equity	18
Statement of Cash Flows	19
Segment and Region Data	20
Notes to the Condensed Consolidated Interim Financial Statements	21 to 25

In addition, following the change of LANXESS Finance’s registered seat to Geleen and of its business address to Urmonderbaan 24, 6167 RD Geleen as of December 30, 2013, the necessary amendments to the Prospectus shall be made.

Finally, following the resignation of Deutsche International Trust Company N.V. as a member the board of management of LANXESS Finance and the envisaged ending of the appointment of Axel C. Heitmann as Member and Chairman of the Board of Management of LANXESS AG, 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 Third 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 Third 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 Third Supplement was approved on 28 January 2014, consequently investors can withdraw their acceptances until 30 January 2014. 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 Third 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 Geleen (each an “**Issuer**”, and together, the “**Issuers**”) are solely responsible for the information given in this Third 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 Third 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 Third 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 Third 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 Third Supplement or any other document entered into in relation to the Programme or any information supplied by any Issuer or such other information which is 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 Third Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this Third 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

Ba) 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 September		1 January to 31 December	
			2013	2012	2012	2011
			(unaudited)		(audited)	
	Sales		6,286	6,971	9,094	8,775
	Operating result (EBIT)		169	682	810	776
	Income after income taxes		43	459	515	507
	Net cash provided by operating activities		311	424	838	672
	Cash outflows for purchases of intangible assets, property, plant and equipment		398	381	696	679
	Total assets		7,111	7,519 ¹	7,519	6,878
	Equity		2,147	2,330 ²	2,330 ³	2,074
	A statement that there has been no material adverse change in the prospects of the [Issuer] [Guarantor] since the date of its	There has been no material adverse change in the prospects of LANXESS AG since 31 December 2012.				

¹ As of 31 December 2012

² As of 31 December 2012; restated

³ Restated

	last published audited financial statements or a description of any material adverse change	
	A description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information	Not applicable. There has been no significant change in the financial or trading position of LANXESS AG since 30 September 2013.

b) 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	In Millionen €	1. Januar bis 30. September		1. Januar bis 31. Dezember	
			2013	2012	2012	2011
			(ungeprüft)		(geprüft)	
	Umsatzerlöse		6.286	6.971	9.094	8.775
	Operatives Ergebnis (EBIT)		169	682	810	776
	Ergebnis nach Ertragsteuern		43	459	515	507
	Zufluss (Abfluss) aus operativer Tätigkeit		311	424	838	672
	Auszahlungen für den Erwerb von immateriellen Vermögenswerten und Sachanlagen		398	381	696	679
	Summe Aktiva		7.111	7.519 ⁴	7.519	6.878
	Eigenkapital		2.147	2.330 ⁵	2.330 ⁶	2.074
	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	Seit dem 31. Dezember 2012 sind keine wesentlichen nachteiligen Veränderungen in den Aussichten der LANXESS AG eingetreten.				
	Eine Beschreibung wesentlicher Veränderungen bei Finanzlage oder	Nicht anwendbar. Seit dem 30. September 2013 sind keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition der LANXESS AG eingetreten.				

⁴ Zum 31. Dezember 2012

⁵ Zum 31. Dezember 2012; restated

⁶ Restated

	Handelsposition der [Emittentin] [Garantin], die nach dem von den historischen Finanzinformationen abgedeckten Zeitraum eingetreten sind	
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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 September 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 September		1 January to 31 December	
	2013	2012	2012	2011
In €million	(unaudited)		(audited)	
Sales	6,286	6,971	9,094	8,775
Operating result (EBIT)	169	682	810	776
Income after income taxes	43	459	515	507
Net cash provided by (used in) operating activities	311	424	838	672
Cash outflow for purchases of intangible assets, property, plant and equipment	398	381	696	679
Total assets	7,111	7,519 ⁷	7,519	6,878
Equity	2,147	2,330 ⁸	2,330 ⁹	2,074

”

b) Changes to section “LANXESS AG – 10. TREND INFORMATION”

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

“There has been no material change in the prospects of LANXESS AG since 31 December 2012.”

bb) The following paragraph shall be added to the section “LANXESS AG – 10. TREND INFORMATION – B. RECENT DEVELOPMENTS” (page 156 of the Prospectus):

⁷ As of 31 December 2012

⁸ As of 31 December 2012; restated

⁹ Restated

“On 26 January 2014 the supervisory board of LANXESS AG has resolved at its meeting to end, by mutual agreement, the appointment of Axel C. Heitmann as Member and Chairman of the Board of Management of LANXESS AG, effective the end of 28 February 2014. The supervisory board has appointed as his successor Matthias Zachert, former Chief Financial Officer of LANXESS AG and currently Chief Financial Officer at Merck KGaA. Until Mr. Zachert joins the Board of Management, which will occur by 15 May 2014 at the latest, LANXESS Chief Financial Officer Bernhard Duettmann will perform the responsibilities of the previous Chairman of the Board of Management.”

c) 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 September 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 Q3 2013 on pages 16 to 25, are incorporated by reference into this Prospectus.”

3. Changes to section “LANXESS FINANCE”

a) Change to the Section “LANXESS FINANCE - 3. GENERAL INFORMATION ABOUT LANXESS FINANCE”

The first paragraph of section “LANXESS AG – 3. GENERAL INFORMATION ABOUT LANXESS FINANCE - A. INCORPORATION AND REGISTERED OFFICE” (page 164 of the Prospectus) shall be replaced by the following:

“LANXESS Finance was incorporated on 6 June 2005 under the laws of The Netherlands as a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) in Arnhem for an unlimited period of time. Its registered office is at Urmonderbaan 24, 6167 RD Geleen, The Netherlands (telephone: +31 467 020 668) where it is registered in the commercial register of the Netherlands under number 09151956.

b) Change to the Section “LANXESS FINANCE - 7. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES”

The first paragraph of section “LANXESS AG – 7. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES” (page 165 of the Prospectus) shall be replaced by the following:

“LANXESS Finance’s corporate bodies are its board of management and the general meeting of shareholders. The board of management is authorized to represent LANXESS Finance. The board of management consists of Mr. Christoph Koch and Pieter Nederstigt. The members of the board of management can be contacted at the business address of LANXESS Finance, namely at Urmonderbaan 24, 6167 RD Geleen, The Netherlands.”

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 Q3 2013 as of 30 September 2013

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

- Statement of Financial Position (page 16 of the Interim Report Q3 2013)
- Income Statement (page 17 of the Interim Report Q3 2013)
- Statement of Comprehensive Income (page 18 of the Interim Report Q3 2013)
- Statement of Changes in Equity (page 18 of the Interim Report Q3 2013)
- Statement of Cash Flows (page 19 of the Interim Report Q3 2013)
- Segment and Region Data (page 20 of the Interim Report Q3 2013)

5. Other changes necessary due to the move of LANXESS Finance's registered seat

a) Change of LANXESS Finance's address

At the following places in the Prospectus

- page 47, paragraph 1, line 2
- page 132, paragraph 1, line 6
- page 184, "LANXESS Finance B.V."

the address

"De Entrée 99-197, 1101 HE Amsterdam Zuid-Oost"

shall be replaced by

"Urmonderbaan 24, 6167 RD Geleen".

b) Change of the reference to LANXESS Finance's registered seat

On page 3, paragraph 2, line 4 of the Prospectus the reference to

"Amsterdam"

shall be replaced by a reference to

"Geleen".

Save as disclosed in this Third 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.