



LANXESS

Aktiengesellschaft

Leverkusen

WKN 547040

ISIN 0005470405

We hereby give notice of our

Annual Stockholders' Meeting

to be held on

Thursday, 7 May 2009

10:00 a.m.

at the LANXESS arena, Willi-Brandt-Platz 1, 50679 Cologne.

Agenda

- 1. Submission of the Company's formally approved annual financial statements for the year ended 31 December 2008 and the management report (including the notes to the information provided in accordance with Section 289 Para. 4 of the German Commercial Code (HGB)), as well as the report of the Supervisory Board for the fiscal year 2008 and submission of the approved consolidated financial statements for the year ended 31 December 2008 and the group management report (including the notes to the information provided in accordance with Section 315 Para. 4 HGB) for the fiscal year 2008.**

- 2. Adoption of a resolution on the appropriation of the balance sheet profits**

The Board of Management and the Supervisory Board propose that the balance sheet profits of 96,931,798.36 EURO for the fiscal year 2008 shall be used as follows:

- Distribution of a dividend in the amount of 0.50 EURO per dividend-bearing no-par value share,	41,601,335.00 EURO,
- Amount of Profits carried forward	<u>55,330,463.36 EURO,</u>
Balance sheet profits (total)	96,931,798.36 EURO.

If the number of dividend-bearing no-par value shares should change by the date of the Annual Stockholders' Meeting, the Annual Stockholders' Meeting shall be submitted a proposal for a resolution that has been adapted to such change.

3. Adoption of a resolution on the ratification of the actions of the members of the Board of Management

The Board of Management and the Supervisory Board propose that formal approval be given to the actions of the members of the Board of Management in office during the 2008 fiscal year with respect to that year.

4. Adoption of a resolution on the ratification of the actions of the members of the Supervisory Board

The Board of Management and the Supervisory Board propose that formal approval shall be given to the actions of the members of the Supervisory Board in office during the 2008 fiscal year with respect to that year.

5. Appointment of the auditor

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the fiscal year 2009 and as auditor for the review of the abbreviated financial statements and the interim management report as contained in the half-year report.

6. Adoption of a resolution on an authorization to acquire and dispose of shares in the Company pursuant to Section 71 Para. 1 Number 8 of the German Stock Corporation Act (AktG)

The Annual Stockholders' Meeting on 29 May 2008 authorized the Company in accordance with Section 71 Para. 1 Number 8 AktG to acquire and dispose of shares in the Company in an amount of up to 10% of the capital stock. This authorization, which is set to expire on 27 November 2009, is to be replaced by a new authorization.

The Board of Management and the Supervisory Board propose that the following resolution shall be adopted:

- a) The Board of Management shall be authorized to acquire shares in the Company in an amount of up to 10% of the Company's capital stock existing at the time when the resolution is adopted until 5 November 2010. Shares acquired on the basis of this authorization together with other shares in the Company which the Company has already acquired and still owns or which are attributable to the Company pursuant to Sections 71d and 71e AktG may, at no time, amount to more than 10% of the respective capital stock. This authorization may also be exercised by affiliated companies or by third parties for the account of the Company or its affiliated companies.

The authorization to acquire and dispose of shares in the Company may be exercised in partial quantities or in its entirety, once or several times. The authorization may be exercised for any purpose permitted by law, in particular in pursuit of one or several of the purposes set forth in sub-paragraph c) - f). If shares are disposed of for one or several of the purposes set forth in sub-paragraphs c), d), or f), the subscription right of the stockholders shall be excluded.

Upon the effectiveness of this authorization, the existing authorization for the acquisition of shares in the Company dated 29 May 2008 shall become invalid to the extent it has not been exercised by then.

- b) At the Board of Management' decision shares in the Company can be purchased through the stock exchange or through a public offer to purchase or through a public call to the stockholders to submit an offer to sell.

- If shares in the Company are purchased on the stock exchange, the purchase price paid by the Company (not including any ancillary acquisition costs) may not be more than 10% above or below the average price determined by the opening auction in the Xetra trading system (or a comparable successor system) at the Frankfurt/Main stock exchange on the three trading days prior of entering the obligation to purchase shares in the Company.

- If shares are purchased through a public offer to purchase or a public call for the submission of an offer to sell, the purchase price or selling price offered or the limits for the purchase or selling price spread per share (not including any ancillary acquisition costs) may not be more than 10% above or below the

average price determined by the closing auction in the Xetra trading system (or a comparable successor system) at the Frankfurt/Main stock exchange on the three trading days prior to the publication of the offer to purchase or the submission of an offer to sell. In the event that there are significant differences between the relevant price and the purchase or selling price or the limits of the purchase or selling price spread following the publication of the offer to purchase or the public call for the submission of an offer to sell, the offer to purchase or the call for the submission of an offer to sell can be adjusted accordingly. In such case, the average price of the three trading days at the Frankfurt/Main stock exchange prior to the public offer to purchase or the call for the submission of an offer to sell shall form the basis for such an adjustment. The offer to purchase or the call for the submission of an offer to sell may stipulate further provisions. If the offer to purchase is oversubscribed or if, in the case of a call for the submission of an offer to sell, not all offers from among several equivalent offers can be accepted, their acceptance shall be based on quotas. The preferred acceptance of small quantities up to 100 shares offered for purchase per stockholder may be provided for.

- c) The Board of Management shall be authorized to dispose of shares in the Company that were acquired on the basis of the aforementioned authorization or on the basis of earlier authorizations in accordance with Section 71 Para. 1 Number 8 AktG by other means than via the stock exchange or through an offer to all stockholders provided that the shares are sold for cash and at a price that does not significantly fall short of the market value of the Company's shares at the time of the sale (simplified exclusion of subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG). In total, shares that were disposed of pursuant to this authorization may not exceed the upper limit for the simplified exclusion of the subscription right of 10% of the capital stock, neither at the time this authorization becomes effective nor at the time it is exercised. The upper limit of 10% of the capital stock shall be reduced by the pro-rated amount of the capital stock attributable to those shares issued during the period of effectiveness of this authorization under exclusion of the subscription right in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization.

- d) The Board of Management shall be authorized to transfer shares in the Company acquired on the basis of the aforementioned authorization or on the basis of an earlier authorization in accordance with Section 71 Para. 1 Number 8 AktG to third parties against contribution in kind, in particular in case of acquisition of companies, parts of companies or equity interest in companies or mergers or in case of acquisition of other assets, including rights and receivables.
- e) The Board of Management shall be authorized to redeem shares in the Company acquired on the basis of the aforementioned authorization or on the basis of an earlier authorization in accordance with Section 71 Para. 1 Number 8 AktG without any further resolution by the Annual Stockholders' Meeting. Said redemption may be limited to only part of the shares. The authorization to redeem shares may be exercised more than once. The redemption will generally result in a capital reduction. Notwithstanding the aforesaid, the Board of Management may determine that the capital stock shall remain unchanged and that instead the remaining shares percentage in the capital stock shall increase as a result of the share redemption pursuant to Section 8 Para. 3 AktG. In such case, the Board of Management shall be authorized to adjust the number of shares specified in the Articles of Association.
- f) The Board of Management shall be authorized to use shares in the Company acquired on the basis of the aforementioned authorization or on the basis of an earlier authorization in accordance with section 71 Para. 1 Number 8 AktG to fulfil obligations of the Company from conversion or option rights or conversion obligations from convertible bonds or warrant bonds and/or profit participation rights or income bonds (or any combination of these instruments) issued by the Company or its direct or indirect affiliated companies, which grant a conversion or option right or carry a conversion obligation.
- g) The authorizations set forth in sub-paragraphs c), d) and f) may only be exercised with the approval of the Supervisory Board.
- h) The authorizations set forth in sub-paragraphs c), d) and f) may also be exercised by affiliated companies and by third parties for the account of the Company or its affiliated companies.

7. Adoption of a resolution regarding cancellation of the existing authorized capital I and II and creation of new authorized capital and relevant amendment to the Articles of Association

The authorized capital in accordance with Section 4 Para. 2 of the Articles of Association (authorized capital I) approved at the Extraordinary General Meeting on 15 September 2004 will expire on 30 August 2009. It is therefore to be cancelled and replaced with

new authorized capital so as to enable the Board of Management in the future as well to apply authorized capital to strengthen the Company's equity. Thereto, in the future the Company shall have a unitary authorized capital at its disposal. Accordingly, the authorized capital in accordance with Section 4 Para. 3 of the Articles of Association (authorized capital II), which was approved by the Annual Stockholders' Meeting on 31 May 2007 and will expire on 31 May 2012, will be cancelled and replaced by the new authorized capital.

The Board of Management and the Supervisory Board propose that the following resolution shall be adopted:

a) Cancellation of existing authorized capital I

The authorization of the Board of Management in accordance with Section 4 Para 2 of the Articles of Association, which had been granted by the Extraordinary Stockholders' Meeting on 15 September 2004 and which is limited until 30 August 2009, to increase the capital stock with the Supervisory Board's approval by issuing new no-par value shares against cash contributions or contributions in kind once or repeatedly by up to EUR 36,517,096 in total will be cancelled.

b) Cancellation of existing authorized capital II

The authorization of the Board of Management in accordance with Section 4 Para 3 of the Articles of Association, which had been granted by the Annual Stockholders' Meeting on 31 May 2007 and which is limited until 31 May 2012, to increase the capital stock with the Supervisory Board's approval by issuing new no-par value shares against cash contributions or contributions in kind once or repeatedly by up to EUR 5,793,239 in total will be cancelled.

c) Creation of new authorized capital

The Board of Management will be authorized to increase the capital stock by 6 May 2014 with the Supervisory Board's approval by issuing new no-par value bearer shares against cash contributions or contributions in kind once or repeatedly up to EUR 16,640,534 in total (authorized capital).

Stockholders will be granted a subscription right with the following restrictions:

The Board of Management will be authorized with the Supervisory Board's approval to exclude fractional amounts from the Stockholders' subscription right and to furthermore exclude the subscription right to the extent required to grant the holders of warrants and convertible bonds issued by the Company or by its direct or indirect affiliated companies a subscription right to new no-par value bearer shares to the extent they would be

entitled to upon exercising the option or conversion right. The Board of Management will furthermore be authorized with the Supervisory Board's approval to exclude the subscription right if the capital increase is made against contributions in kind, in particular in case of acquisition of companies, parts of companies, and equity interests in companies and other assets, including rights and receivables, or as part of mergers. The Stockholders' subscription right may also be excluded with the Supervisory Board's approval to the extent required to be able to grant the holders or creditors of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or combinations of such instruments), which have been issued by the Company or by its direct or indirect affiliated companies, new no-par value bearer shares if the conversion or option right is exercised or if the conversion obligation is met.

The Board of Management will furthermore be authorized with the Supervisory Board's approval to exclude the subscription right if the amount for which the new no-par value bearer shares are issued does not significantly fall short of the market price at the time of final determination of the amount for which the shares are issued, which should be as close as possible to the placement of the no-par bearer shares (simplified exclusion of subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG). The shares issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG may not exceed 10% of the capital stock existing at the time when the resolution regarding the initial exploitation of the authorized capital is passed. This upper limit relevant for the simplified exclusion of the subscription right shall be reduced by the pro-rated amount of the capital stock attributable to those shares issued or sold during the period of effectiveness of this authorization under the exclusion of the subscription right in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization.

The Board of Management will also be authorized to determine the further details of the capital increase and its execution with the Supervisory Board's approval.

d) Amendment to the Articles of Association

Section 4 Para. 2 of the Articles of Association will be amended as follows:

“(2) The Board of Management will be authorized to increase the capital stock by 6 May 2014 with the Supervisory Board's approval by issuing new no-par bearer shares against cash contributions or contributions in kind once or repeatedly up to EUR 16,640,534 in total (authorized capital). Stockholders will be granted a subscription right with the following restrictions: The Board of Management will be authorized with the Supervisory Board's approval to exclude fractional amounts from the stockholders' subscription right

and to furthermore exclude the subscription right to the extent required to grant the holders of warrants and convertible bonds issued by the Company or by its direct or indirect affiliated companies a subscription right to new no-par value bearer shares to the extent they would be entitled to upon exercising the option or conversion right. The Board of Management will furthermore be authorized with the Supervisory Board's approval to exclude the subscription right if the capital increase is made against contributions in kind, in particular, in case of acquisition of companies, parts of companies, and equity interests in companies, or other assets, including rights and receivables, or as part of mergers. The stockholders' subscription right may also be excluded with the Supervisory Board's approval to the extent required to be able to grant the holders or creditors of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or combinations of such instruments), which have been issued by the Company or by its direct or indirect affiliated companies, new no-par value bearer shares if the conversion or option right is exercised or if the conversion obligation is met. The Board of Management will furthermore be authorized with the Supervisory Board's approval to exclude the subscription right if the amount for which the new no-par value bearer shares are issued does not significantly fall short of the market price at the time of final determination of the amount for which the shares are issued, which should be as close in time as possible to the placement of the no-par value bearer shares (simplified exclusion of subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG). The shares issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG may not exceed 10% of the capital stock existing at the time when the resolution regarding the initial exploitation of the authorized capital is passed. This upper limit relevant for the simplified exclusion of the subscription right shall be reduced by the pro-rated amount of the capital stock attributable to those shares issued or sold during the period of effectiveness of this authorization under the exclusion of the subscription right in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization. The Board of Management will also be authorized to determine the further details of the capital increase and its execution with the Supervisory Board's approval."

The previous paragraphs 4, 5 and 6 of Section 4 of the Articles of Associations will become paragraphs 3, 4 and 5.

The Board of Management will be instructed to register the cancellation of the authorized capital I and II in Section 4 Para 2 and 3 of the Articles of Association, which has been proposed in sub-para. a) and b), only together with the amendment to Section 4 Para 2 of the Articles of Association (creation of new authorized capital in the amount of EUR 16,640,534) in the commercial register. Such registration will have to be made in such a

way that firstly cancellation of previous paragraphs 2 and 3 of Section 4 of the Articles of Association will be registered and directly thereafter the amendment of Section 4 Para 2 of the Articles of Associations, which has been approved in sub-para. d), will be registered in the commercial register.

8. Resolution on amendments to Section 8 Para. 1 of the Articles of Association (Composition of the Supervisory Board)

The Supervisory Board of LANXESS AG according to Section 8 Para. 1 of the Articles of Association is currently comprised of 16 members. This is in line with the minimum number required by law for companies with usually more than 10,000 but less than 20,000 staff employed in Germany. As in the meantime, the number of permanent staff employed by the LANXESS Group in Germany has fallen to less than 10,000, the law provides only a minimum of 12 members of the Supervisory Board. The Supervisory Board of LANXESS AG will therefore be reduced accordingly.

The Supervisory Board and the Board of Management propose that the following resolution shall be adopted:

Section 8 Para 1 of the Articles of Association will be amended as follows:

“§ 8

Composition, election, term of office

- (1) The Supervisory Board consists of twelve members. Six members will be elected by the Annual Stockholders' Meeting in accordance with the provisions of the German Stock Corporation Act (AktG), six by the employees in accordance with the Codetermination Act of 4 May 1976 (MitbestG).”

Report of the Board of Management to the Annual Stockholders' Meeting concerning item 6 of the agenda in accordance with Section 71 Para. 1 Number 8 Sentence 5 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG

In accordance with Section 71 Para. 1 Number 8 Sentence 5 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG, the Board of Management submits the following written report to the Annual Stockholders' Meeting of the Company convened for 7 May 2009 relating to the resolution proposed in agenda item 6, authorizing the Company to acquire and dispose of shares in the Company including an authorization to exclude the subscription right:

The Board of Management and the Supervisory Board propose that the Board of Management shall be authorized for a limited period of time (only until 5 November 2010) to purchase shares

in the Company up to a calculated share of 10% in the existing capital stock of the Company. This new authorization shall replace the authorization for the acquisition of shares in the Company granted at the Annual Stockholders' Meeting of 29 May 2008 which is set to expire on 27 November 2009.

At no time may the shares purchased on the basis of this new authorization to be granted together with shares in the Company acquired by the Company on another basis and still owned by the Company exceed 10% of the Company's capital stock at that time. At the time the Annual Stockholders' Meeting was convened, the Company did not own any shares in the Company.

When acquiring shares in the Company, the principle of equal treatment of all stockholders as set forth in Section 53a AktG must be adhered to. This is accomplished by providing for the shares to be acquired, at the Board of Management's discretion, either on the stock exchange or through a public offer to purchase directed at all stockholders or a public call, directed at all stockholders, for the submission of an offer to sell. With a public call for the submission of an offer to sell, the addressees can decide how many shares they wish to offer to the Company and, if a price range has been determined, at what price. If a public offer to purchase is oversubscribed or if several equivalent offers by stockholders for the purchase of shares cannot all be accepted, their acceptance shall be based on quotas. It should, however, be possible to provide for a preferred acceptance of small offers or small parts of offers up to a maximum of 100 no-par value bearer shares. This option serves to avoid fractional amounts in the determination of the quotas to be acquired and prevents the formation of small residual quantities. Consequently, this simplifies the technical execution and is therefore in the best interest of the Company and its stockholders.

Shares may be acquired and disposed of for any purpose permitted by law. In particular, the authorization may be exercised for the following purposes:

The Company may also dispose of the purchased shares in the Company outside of any stock exchange and without a public call directed to all stockholders provided that the shares are sold for cash and at a price that does not significantly fall short of the market value of the shares at the time of the sale. This authorization makes use of the simplified exclusion of the subscription right permitted pursuant to Section 71 Para. 1 Number 8 AktG in application of Section 186 Para. 3 Sentence 4 AktG. This provision was designed to allow the Company the opportunity to offer shares in the Company to institutional investors in the interest of broadening the stockholder base. This authorization may only be exercised under the condition that the percentage of shares that are issued under the exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG does not amount to more than 10% of the capital

stock, neither at the time this authorization becomes effective nor at the time it is exercised. This upper limit relevant for the simplified exclusion of the subscription right shall be reduced by the pro-rated amount of the capital stock attributable to those shares issued or sold during the period of effectiveness of this authorization under the exclusion of the subscription right in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization.

The financial and voting right interests of the stockholders will be adequately safeguarded in the event of an exclusion of subscription rights in application of Section 186 Para. 3 Sentence 4 AktG. Any concerns about dilution are addressed by the stipulation that shares may only be sold at a price that is not significantly lower than the prevailing market price. The final determination of the selling price for shares in the Company will take place close to the time of the sale. The Board of Management will endeavour to minimize any discount on the market price, giving due consideration to the current market conditions. In this context, the stockholders are protected by the fact that the discount on the market price at the time of the sale must not be significant, i.e., never more than 5% of the current market price. Furthermore, stockholders have the opportunity to maintain their share in the Company's capital stock at any time by purchasing additional shares on the stock exchange.

Furthermore, the Company shall have the opportunity to offer the purchased shares in the Company in connection with mergers, acquisitions of companies, parts of companies, and equity interest in companies, or other assets, including rights and receivables, as consideration instead of money. This will allow the Company the required latitude to be able to respond quickly, flexibly, and without straining liquidity to attractive opportunities for mergers and acquisitions of companies, parts of companies, and equity interests in companies, or other assets, including rights and receivables, allowing the Company to improve its competitive position and to strengthen its profitability. Oftentimes, the owners of attractive companies or other attractive assets also demand consideration in the form of voting stock of the buyer. In order for the Company to be able to acquire such companies and assets as well, it must be able to offer consideration in the form of stock. Without the exclusion of the subscription right, it would not be possible to achieve the resulting advantages for the Company and the stockholders. In such a case, the Board of Management will ensure that the interests of the stockholders are adequately protected when determining the valuation ratios. The Board of Management will also take into account the market price of the Company's shares. To prevent previously reached negotiation results from being challenged on the grounds of market price fluctuations, a systematic link to the market price is not envisaged. The Board of Management

will only exercise this authorization in individual cases if the exclusion of the subscription right is in the well-understood interest of the Company and its stockholders.

Finally, the Board of Management shall be authorized to redeem the acquired shares in the Company. The redemption of shares will generally result in a capital reduction without requiring any further resolution by the Annual Stockholders' Meeting. Notwithstanding the aforesaid, the Board of Management may determine that the capital stock shall remain unchanged and that instead the remaining shares percentage in the capital stock shall increase as a result of the share redemption pursuant to Section 8 Para. 3 AktG. Therefore, the Board of Management shall also be authorized to amend the Articles of Association as necessary to reflect the change in the number of no-par shares resulting from the redemption.

In each individual case that leads to an exclusion of the subscription right, the Board of Management shall carefully examine whether the exclusion of the Stockholders' subscription right is in the best interest of the Company and thus also in the best interest of its stockholders.

This authorization to acquire and dispose of shares in the Company may also be exercised by affiliated companies or by third parties for the account of the Company or its affiliated companies. This allows the Company to use shares in the Company more flexibly.

In the event of the utilization of the above authorization, the Board of Management shall report thereon at the Annual Stockholders' Meeting.

Report of the Board of Management to the Annual Stockholders' Meeting concerning item 7 of the agenda in accordance with Section 203 Para. 2 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG

In accordance with Section 203 Para. 2 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG, the Board of Management submits the following written report to the Annual Stockholders' Meeting of the Company convened for 7 May 2009 relating to the resolution proposed in agenda item 7, cancelling the existing authorized capital I and II and creating new authorized capital:

The authorized capital in the amount of EUR 36,517,096 in accordance with Section 4 Para. 2 of the Articles of Association (authorized capital I) approved at the Extraordinary Stockholders' Meeting on 15 September 2004 will expire on 30 August 2009. It is therefore to be cancelled and replaced with new authorized capital so as to enable the Board of Management in the future as well to utilize authorized capital to strengthen the Company's equity. Thereto, in the future, the Company shall have a unitary authorized capital at its disposal. Accordingly, the authorized capital in the amount of EUR 5,793,239 in accordance with Section 4 Para. 3 of the

Articles of Association (authorized capital II) which was approved by the Annual Stockholders' Meeting on 31 May 2007 and will expire on 31 May 2012 will be cancelled and replaced by the new authorized capital. The new authorized capital to replace the previous authorized capital I and II amounts to EUR 16,640,534, i.e., 20% of the current capital stock.

When exercising the authorized capital through a cash capital increase, stockholders will in principle have a statutory subscription right. Such subscription right, however, may be excluded with the Supervisory Board's approval in the following cases:

The subscription right may be excluded for fractional amounts. This should facilitate the handling of an emission with a principle subscription right of stockholders. Fractional amounts may result from the respective emission volume and from the fact that it is necessary to constitute a technically possible subscription right relationship. The value of such fractional amounts usually is low for the individual stockholder. The potential dilution effect should also be disregarded due to the restriction to fractional amounts. On the other hand, the expenses for an emission without such exclusion are much higher for the Company, incurring additional costs. The new no-par value bearer shares excluded from the subscription right due to fractional amounts will be utilized in the best interest of the Company. The exclusion of the subscription right thus serves the purpose of practicability and cost efficiency and simplifies the execution of an issue.

Furthermore, there should be an option with the Supervisory Board's approval to exclude the subscription right to the extent required to grant the holders of warrants and convertible bonds issued by the Company or by its direct or indirect affiliated companies a subscription right to new no-par value bearer shares to the extent they would be entitled to upon exercising the option or conversion right. To make it easier to place bonds on the capital market, the relevant issuing terms usually provide for protection against dilution. Dilution may be prevented, e.g., by the holder of warrants or convertible bonds also having a subscription right to the new shares if new shares are issued where the stockholders have a subscription right. They are thus placed in the same position as if they had already exercised their option or conversion right or met their conversion obligation. Since the protection against dilution in this case does not have to be guaranteed by reducing the option or conversion price, it is possible to realize a higher issue price for the no-par value bearer shares to be issued upon conversion or exercise of the option. However, this approach is possible only if the Stockholders' subscription right is excluded to that extent. Since the placement of bonds with conversion and/or option rights or conversion obligations is facilitated if relevant protection against dilution is guaranteed, the exclusion of subscription rights serves the stockholders' interests in their Company's optimal financial structure.

In addition subscription rights may be excluded by the Board of Management with the approval of the Supervisory Board if the capital increase is made against contributions in kind, in particular, in case of acquisition of companies, parts of companies, and equity interest in companies, or other assets, including rights and receivables, or as part of mergers. This will

grant the Company the required latitude to be able to respond quickly, flexibly, and without straining liquidity to attractive opportunities for mergers and acquisitions of other companies, parts of companies, and equity interests in companies, or other assets, including rights and receivables, allowing the Company to improve its competitive position and to strengthen its profitability. Oftentimes, the owners of attractive companies or other attractive acquisition assets also demand consideration in the form of voting stock of the buyer. In order for the Company to be able to acquire such companies or other acquisition assets as well, it must be able to offer consideration in the form of stock. Since such acquisitions in most cases take place on short notice, it is usually not possible to adopt a relevant resolution by the Annual Stockholders' Meeting which only takes place once a year. This requires the creation of authorized capital, which is easily accessible to the Board of Management with the Supervisory Board's approval. In such a case, the Board of Management will ensure that the interests of the stockholders are adequately protected when determining the valuation ratios. The Board of Management will also take into account the market price of the Company's shares. To prevent previously reached negotiation results from being challenged on the grounds of market price fluctuations, a systematic link to the market price is not envisaged. The Board of Management will only exercise this authorization in individual cases if the exclusion of the subscription right is in the well-understood interest of the Company and its stockholders.

The Stockholders' subscription right may also be excluded with the Supervisory Board's approval to the extent required to grant the holders and/or creditors of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of such instruments) issued by the Company or by its direct or indirect affiliated companies new no-par value bearer shares if the conversion or option right is exercised or if the conversion obligation is met.

The addition of borrowed capital through such financing instruments is in the Company's interest, since this form of financing is possible on particularly attractive terms. It is furthermore possible to convert the borrowed capital into equity at a later stage or at least report it in the balance sheet equivalent to equity and, hence, strengthen the Company's capital base. However, such financing can be realized only if it is possible to allocate a sufficient number of no-par value bearer shares of the Company to holders or creditors of the relevant instruments if the conversion right or option is exercised or the conversion obligation is met. This is possible only if the Stockholders' subscription right is excluded.

Lastly, the Stockholders' subscription right may also be excluded with the Supervisory Board's approval if the no-par value bearer shares are issued in an amount that is not significantly below the market price. This authorization enables the Company to cover any potential capital requirements on short notice and to quickly and flexibly exploit market opportunities. The exclusion of the subscription right allows for quick action and placement close to the market price without the reductions in case of rights issues which otherwise are usual on the stock markets due to the high volatility. This allows for further optimization of speedy capital procurement for the Company, in particular since experience has shown that the ability to act

more quickly results in a larger cash inflow. Accordingly, this form of capital increase is also in the stockholders' interest.

Any concerns about dilution are addressed by the stipulation that no-par value bearer shares may only be sold at a price that is not significantly lower than the prevailing market price. The Board of Management will endeavour to minimize any discount on the market price, giving due consideration to the current market conditions. In this context, the stockholders are protected by the fact that the discount on the market price at the time of the utilization of the authorized capital must not be significant, i.e., never more than 5% of the current market price. Furthermore, stockholders have the opportunity to maintain their share in the Company's capital stock at any time by purchasing additional shares on the stock exchange.

The capital increase in return for cash under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG may not exceed 10% of the respective existing capital stock, neither at the time this authorization becomes effective nor at the time it is exercised. This upper limit for the simplified exclusion of the subscription right shall be reduced by the pro-rated amount of the capital stock attributable to those shares issued or sold during the period of effectiveness of this authorization under exclusion of the subscription right in direct or analogous application of Section 186 Para. 3 Sentence 4 AktG. Furthermore, this limit shall be reduced by shares that have been or must be issued in order to satisfy option or conversion rights if the associated bonds were issued under exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization.

In each individual case that leads to an exclusion of the subscription right, the Board of Management shall carefully examine whether the exclusion of the Stockholders' subscription right is in the best interest of the Company and thus also in the best interest of its stockholders.

In the event the aforementioned authorization is exercised, the Board of Management shall report thereon at the Annual Stockholders' Meeting.

Upon giving notice of the Annual Stockholders' Meeting, the following documents will be made available to stockholders for inspection on the Internet at www.stockholdersmeeting.lanxess.com:

1. The Company's financial statements, the Company's management report (including the notes to the information provided in accordance with Section 289 Para. 4 HGB), the report of the Supervisory Board, the consolidated financial statements, the group

management report (including the notes to the information provided in accordance with section 315 Para. 4 HGB) (agenda item 1)

2. Written report of the Board of Management in accordance with Section 71 Para. 1 Number 8 Sentence 5 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG concerning the proposed authorization for the acquisition and disposal of shares in the Company (agenda item 6)
3. Written report of the Board of Management in accordance with Section 203 Para. 2 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG concerning the proposed cancellation of existing authorized capital I and II and the creation of new authorized capital (agenda item 7)

Upon giving notice of the Annual Stockholders' Meeting, the aforementioned documents will also be available to stockholders for inspection at the Company's premises (LANXESS Aktiengesellschaft, Law & Intellectual Property Department, Kaiser-Wilhelm-Allee 1, Building K10, Room 3100, 51369 Leverkusen) and will be mailed to each stockholder free of charge upon request. Furthermore, these documents will also be made available at the Annual Stockholders' Meeting.

Notice pursuant to Section 30b of the Securities Trading Act (Wertpapierhandelsgesetz)

At the time of the notification of the Annual Stockholders' Meeting, a total of 83,202,670 no-par value shares have been issued. Each share carries one voting right. Therefore, the total number of voting rights amounts to 83,202,670.

Participation in the Annual Stockholders' Meeting

Stockholders are entitled to attend the Annual Stockholders' Meeting and to exercise voting rights provided that they have furnished proof of their right to attend the Annual Stockholders' Meeting in form of a special verification of stock ownership issued in text form by the depositary institution and have registered with the Company in text form, in German or in English, no later than on or before Thursday, 30 April 2009. The verification of stock ownership must refer to the beginning of the 21st day prior to the Annual Stockholders' Meeting, i.e., Thursday, 16 April 2009, at 00:00 hours, and must be drawn up in German or in English. The verification of stock ownership and the registration must be received by the Company no later than Thursday, 30 April 2009, at the following address:

LANXESS Aktiengesellschaft,
c/o Deutsche Bank AG

-General Meetings-
Postfach 20 01 07
60605 Frankfurt am Main
Germany
E-mail: WP.HV@Xchanging.com
Fax: + 49 (0) 69/12012 86045

Proxy

Stockholders may appoint an authorized representative, also including a financial institution or a Stockholders' association, as proxy to exercise their voting rights. In principal such authorization must be issued in writing.

If a financial institution, a Stockholders' association or any other similar institutions or persons under Section 135 AktG are to be authorized, there is no written form requirement under the law or under the Articles of Association. However, please note that in such cases the institutions or persons to be authorized may require a different form of proxy, as their proxy must be verifiable in accordance with Section 135 AktG. Accordingly, if you intend to authorize a financial institution, a Stockholders' association or any other similar institutions or persons under Section 135 AktG, please check the form of proxy with those institutions or persons.

The Company offers its stockholders the opportunity to appoint Company-nominated proxies, who are bound by instructions of the stockholders, to exercise their voting rights and to grant such authorization already before the Annual Stockholders' Meeting. We ask those stockholders who wish to appoint Company-nominated proxies to order an admission ticket to the Annual Stockholders' Meeting. To ensure that the admission ticket is received in due time, stockholders should order the aforementioned ticket from the depositary institution as early as possible.

If Company-nominated proxies are appointed, they must be given instructions on how to exercise the voting rights. Without such instructions the authorization is invalid. The proxies are obligated to vote as instructed.

Authorization of and instructions to the Company-nominated proxies may be issued in writing or alternatively also electronically on the Internet in accordance with the procedure determined by the Company. Details regarding granting authorization and issuing instructions to proxy named by the Company are set forth on the admission ticket to the Annual Stockholders' Meeting. Relevant information is also available on the Internet at www.stockholdersmeeting.lanxess.com.

Counter motions and voting nominations by stockholders

Counter motions and voting nominations by stockholders concerning a specific agenda item should be sent along with a certification of stock ownership exclusively to:

LANXESS Aktiengesellschaft
Law & Intellectual Property Department
Kaiser-Wilhelm-Allee 1
Building K 10
51369 Leverkusen
Germany

Fax: +49 (0) 214 / 30-24806
E-mail: hv2009@lanxess.com

Counter motions and voting nominations submitted by stockholders in due form and received in due time at the aforementioned address are made available promptly on the Internet at www.stockholdersmeeting.lanxess.com. Counter motions and voting nominations sent to a different address will not be considered.

Partial broadcast of the Annual Stockholders' Meeting on the Internet

Subject to technical availability, the Company's stockholders and other interested parties will be able to watch the speech of the Chairman of the Board of Management on 7 May 2009 on the Internet at www.stockholdersmeeting.lanxess.com. The other portions of the meeting will not be broadcast.

Leverkusen, March 2009

LANXESS Aktiengesellschaft
The Board of Management