

LANXESS

Aktiengesellschaft

Leverkusen

WKN 547040

ISIN DE0005470405

We hereby give notice of our

Annual Stockholders' Meeting

to be held on Wednesday, 18 May 2011

at 10:00 a.m.

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

I. Agenda

- 1. Submission of the Company's formally approved annual financial statements for the year ended 31 December 2010 and of the management report (including the notes to the information provided in accordance with Section 289 Para. 4 and 5 of the German Commercial Code (HGB)), as well as the report of the Supervisory Board for fiscal year 2010, and submission of the approved consolidated financial statements for the year ended 31 December 2010 and of the group management report (including the notes to the information provided in accordance with Section 315 Para. 4 HGB) for fiscal year 2010**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Board of Management. The annual financial statements thus have been adopted in accordance with Section 172 Para. 1 of the German Stock Corporation Act (AktG). Accordingly, there will be no adoption of a resolution by the Stockholders' Meeting.

2. Appropriation of the balance sheet profits

The Board of Management and the Supervisory Board propose that the balance sheet profits of EURO 103,734,782 for fiscal year 2010 shall be used as follows:

- Distribution of a dividend of EURO 0.70	
per dividend-bearing no-par value share	EURO 58,241,869,
- Amount of profit carried forward	<u>EURO 45,492,913.</u>
Balance sheet profit (total)	EURO 103,734,782.

The above amounts available for dividends and profit carried forward take into account the currently dividend-bearing no-par value shares existing at the time of the appropriation of profits proposed by the Board of Management and the Supervisory Board. Should the number of dividend-bearing no-par value shares change by the date of the Annual Stockholders' Meeting, a motion for a resolution adapted to such change shall be submitted to the Annual Stockholders' Meeting.

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 fiscal year 2010 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 fiscal year 2010 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 fiscal year 2011 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 No. 8 AktG, including under exclusion of the subscription rights

The Annual Stockholders' Meeting on 28 May 2010 authorized the Company in accordance with Section 71 Para. 1 No. 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 25 November 2011, shall 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, until 17 May 2016, to acquire shares in the Company in an amount of up to 10% of the Company's stock existing at the time when the resolution is adopted, if the value is lower, of the Company's capital stock existing at the time when this authorization is exercised. This authorization may also be exercised, individually or jointly, by the Company or its dependent group companies or by third parties for the account of the Company or its directly or its dependent group companies.

The authorization to acquire and dispose of shares in the Company may be exercised in partial quantities or in its entirety, once or repeatedly. 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 subparagraph c) to g). If shares are disposed of for one or several of the purposes set forth in subparagraphs c), d), f) or g), the subscription right of the Stockholders shall be excluded. In addition, in the event that shares are disposed of by way of an offer to all Stockholders, the Board of Management may, with the Supervisory Board's approval, exclude the Stockholders' subscription right for fractional amounts.

Upon the effective date of this authorization, the existing authorization for the acquisition of shares in the Company dated 28 May 2010 shall become invalid. The authorization of 28 May 2010 regarding the disposal of shares acquired on the basis of the authorization of 28 May 2010 until the day of the Annual Stockholders' Meeting shall not be affected by the above.

- b) At the Board of Management's discretion, shares in the Company may 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 stock exchange on the three trading days prior to the assumption of 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 stock exchange on the three trading days prior to the publication of the offer to purchase or the public call for submission of an offer to sell. 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 the proportion of the tendered shares (tendering quotas). Furthermore, so as to avoid calculated fractional amounts of shares, amounts may be rounded off following commercial principles.
- 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 by other means than via the stock exchange or through an offer to all Stockholders provided that the shares are sold for cash 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 the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG). In total, the shares that were disposed of pursuant to this authorization may not exceed 10% of the capital stock either at the time this authorization becomes effective or at the time it is exercised. The upper limit of 10% of the capital stock shall be reduced by the prorated amount of the capital stock attributable to the 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 to third parties against contributions in kind, in particular in case of the acquisition of enterprises, parts of enterprises or equity interests in companies or mergers or acquisition of other assets, including rights and receivables.
- e) The Board of Management shall be authorized to redeem shares in the Company on the basis of the aforementioned authorization without further authorization by the Annual Stockholders' Meeting. 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 percentage of the remaining shares in the capital stock shall increase 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 the shares in the Company acquired on the basis of the aforementioned authorization in order to fulfill obligations of the Company under conversion or option rights or conversion obligations resulting 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 dependent group companies, which grant a conversion or option right or carry a conversion or option obligation.
- g) The Board of Management shall be authorized to use shares in the Company acquired on the basis of the aforementioned authorization in order to grant to holders of the 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 affiliated companies, which grant a conversion or option right or carry a conversion or option obligation, shares in the Company to the extent they would be entitled to a subscription right to shares in the Company upon exercising the conversion or option rights or after fulfilling their conversion or option obligations.
- h) The authorizations set forth in sub-paragraphs c), d), f) and g) may only be exercised with the Supervisory Board's approval.

- i) The authorizations set forth in sub-paragraphs c), d), f) and g) may also be exercised by dependent group companies of the Company and by third parties for the account of the Company or its dependent group companies.

7. Revocation of authorization I and authorization II permitting the issuance of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of these instruments); creation of a new authorization to issue convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of these instruments), also under the exclusion of the subscription right; revocation of the contingent capital I and contingent capital II and creation of a new contingent capital as well as the relevant changes of Section 4 of the Articles of Association

The authorizations I and II permitting the issuance of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of these instruments) adopted in the Stockholders' Meeting of 31 May 2007 and set to expire on 31 May 2012 contain detailed conditions for determining the price of the convertible bonds and warrant bonds which had been specified in view of the jurisdiction of some lower courts and which give the Company economically only a limited latitude of action for structuring the bonds. After a change of the German Stock Corporation Act the law regarding the authorization to issue warrant bonds or convertible bonds and a contingent capital created for satisfying option and conversion rights or obligations now explicitly provides that specifying a minimum issue price is sufficient. Therefore the authorizations I and II (agenda items 8 and 9 of the Stockholders' Meeting of 31 May 2007) together with contingent capital I and capital II in Section 4 Para. 4 and 5 of the Articles of Association shall be revoked and replaced by a new authorization as well as a new contingent capital in Section 4 Para. 4 of the Articles of Association in order to give the Company more latitude of action in issuing convertible bonds and warrant bonds or profit participation rights and/or income bonds.

The Board of Management and the Supervisory Board propose the following resolution:

- a) Revocation of authorization I and authorization II permitting the issuance of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of these instruments); creation of a new authorization permitting the issuance of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of these instruments), also under the exclusion of the subscription right**

The authorizations I and II granted by the Stockholders' Meeting of 31 May 2007 to the Board of Management, with the Supervisory Board's approval, to issue until 31 May 2012 warrant bonds and convertible bonds in the total nominal value of EURO 500,000,000 each are revoked effective with the registration of the creation of a new contingent capital and the relevant amendment of Section 4 Para. 4 of the Articles of Association to be adopted under lit. b) below and replaced by the authorizations below.

The Board of Management shall be authorized, with the Supervisory Board's approval, to issue in bearer or registered form warrant bonds and/or convertible bonds, profit participation rights or income bonds or any combination of these instruments (collectively "bond") at par value totaling up to EURO 2,000,000,000.00, with or without term restriction, once or repeatedly until 17 May 2016, and grant or impose option rights or obligations to or on the holders or creditors of warrant bonds or option subscription rights or option income bonds, or grant or impose option rights or obligations to or on the holders or creditors of convertible bonds or convertible participation rights or convertible income bonds with regard to bearer-denominated no par-value shares of the Company in a prorated amount of the capital stock totaling up to EURO 16,640,534.00 according to the detailed conditions of these bonds.

Aside from bonds in euros, such bonds may be issued also in the legal currency of any OECD country, however, limited to the respective euro equivalent. They may also be issued by a dependent group company of the Company; in which case the Board of Management is authorized, with the Supervisory Board's approval, to assume on behalf of the Company the guarantee for the bonds and grant option or conversion rights or obligations to the holders or creditors with regard to bearer-denominated no par-value shares of the Company.

The Stockholders generally have a subscription right to the bonds. If the Stockholders are not given the opportunity to directly subscribe to the bonds, the Stockholders are granted the legal subscription right in such a way that the bonds are taken over by a financial institution or a consortium of financial institutions with the obligation to offer them to the Stockholders for purchase. If the bonds are issued by a dependent group company, the Company shall ensure that the legal subscription right is granted to the Stockholders of the Company in accordance with the previous sentence.

However, the Board of Management is authorized, with the Supervisory Board's approval, to exclude from the subscription right of the Stockholders fractional amounts resulting under the subscription conditions and also exclude the subscription right to the extent necessary to ensure that holders of previously issued option or conversion rights or obligations can be granted a subscription right in the scope to which they would be entitled after exercising their option or conversion rights or after fulfilling their option or conversion obligation as Stockholders.

Furthermore the Board of Management is authorized, with the Supervisory Board's approval, to totally exclude the subscription right of the Stockholders with regard to bonds issued against a contribution in cash which are issued with an option or conversion right or obligation if the Board of Management after due consideration comes to the conclusion that the issue price of the bonds is not significantly below its hypothetical market value as determined by recognized methods, in particular methods of financial mathematics. This authorization to exclude the subscription right applies however only to bonds issued with an option or conversion right or obligation, with an option or conversion right or an option or conversion obligation with regard to shares with a prorated amount of the capital stock not exceeding a total of 10% of the capital stock, neither at the time the authorization takes effect nor - if the value is less - at the time it is exercised. The Company's own shares that are sold during the validity of this authorization up to the issuance - without the subscription right pursuant to Section 186 Para. 3 Sentence 4 AktG - of the bonds with an option and/or conversion right or obligation under the exclusion of the subscription right pursuant to Section 186 Para. 3 Sentence 4 AktG count toward the aforementioned 10% limit. Also counting toward the aforementioned limit of 10% are the shares that are issued during the validity of this authorization up to the issuance - free of subscription rights pursuant to Section 186 Para. 3 Sentence 4 AktG - of the bonds with an option and/or conversion right or obligation out of authorized capital, and excluding the subscription right pursuant to Section 186 Para. 3 Sentence 4 AktG.

If profit participation rights or income bonds are issued without a conversion right/obligation or option right/obligation, the Board of Management is authorized, with the Supervisory Board's approval, to exclude the subscription right of the Stockholders altogether if these profit participation rights or income bonds have the characteristics of an obligation, i.e. if they do not create any membership rights in the Company, they do not grant any participation rights in the liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the net income for the year, the balance sheet profit or the dividend. In addition, in this case the interest and issue price of the profit participation rights or income bonds must correspond to the actual market conditions at the time of issuance.

The bonds may be issued in whole or in part as well as simultaneously in various tranches. All partial bonds of an issued tranche must have rights and obligations of mutually equivalent rank. In case of the issuance of warrant bonds each partial bond is provided with one or more warrants entitling the holder to purchase bearer-denominated no par-value shares of the Company in accordance with the option conditions to be specified by the Board of Management. The option conditions for warrant bonds denominated in euro and issued by the Company may provide that the option price can be fulfilled also by transferring partial bonds and, if necessary, by making an additional cash payment. The prorated amount of the capital stock attributable to the shares to be subscribed for each partial bond may not exceed the par value of the partial bond. If there are fractional shares, it may be specified that these fractions may be added together for the purpose of subscribing to whole shares in accordance with the option or bond conditions, if necessary against payment of an additional amount. The same holds if warrants are attached to a profit participation right or an income bond.

In case convertible bonds are issued, the holders, or otherwise the creditors of the partial bonds, are given the right, in case of bearer-denominated bonds, to convert their partial bonds pursuant to the convertible bonds conditions specified by the Board of Management into bearer-denominated no par-value shares of the Company. The conversion ratio is obtained by dividing the par value or the issue price of a partial bond lying under the par value by the specified conversion price for a bearer-denominated no par-value share of the Company and may be rounded up or down to an integer; an additional cash payment and the combination or a compensation for non-convertible fractions may also be specified. The bond conditions may provide for a variable conversion ratio and a determination of the conversion price (subject to the minimum price specified hereafter) within a margin of fluctuation depending on the evolution of the quoted price of the no par-value share of the Company during the term of the bond. The same holds for convertible participation rights and convertible income bonds.

The option or conversion price for a no par-value share of the Company to be specified must - except in cases in which an option or conversion obligation or a share tender right are provided, - be at least 80% of the volume-weighted average closing price of the no par-value shares of the Company in the electronic trade at the Frankfurt stock exchange on the last 10 trading days before the day on which the Board of Management adopted a resolution regarding the issuance of the bonds or - in case a subscription right is granted - at least 80% of the volume-weighted average quoted price of the shares of the Company in the electronic trade at the Frankfurt stock exchange during the subscription period, not counting the days of the subscription period that are necessary for announcing the option or conversion price pursuant to Section 186 Para. 2 Sentence 2 AktG within the specified period. Section 9 Para. 1 AktG and Section 199 AktG are not affected.

The bond conditions may also create a conversion obligation or an option obligation at the end of the term (or at any other time) or give the Company the right to grant the holders or creditors, in case the bond linked to option or conversion rights or obligations matures (this covers also maturity due to termination), no par-value shares of the Company or any other listed company in whole or in part instead of the payment of the due amount. In these cases, in accordance with the bond conditions, the option or conversion price may correspond to the volume-weighted average closing price of the no par-value share of the Company in the electronic trade at the Frankfurt stock exchange during the 10 trading days before or after the maturity date even if this average

price is below the minimum price specified above. The prorated amount of the capital stock of the no par-value shares of the Company to be issued in case the conversion or option is exercised may not exceed the par value of the bonds. Section 9 Para. 1 AktG in conjunction with Section 199 Para. 2 AktG must be taken into account.

The authorization covers also the possibility of granting protection against dilution in certain cases in accordance with the respective conditions and/or of making revisions, unless such revisions are already mandated by law. Protection against dilution and/or revisions may be provided in particular if capital changes occur in the Company during the term of the bonds (for instance a capital increase and/or capital reduction or a stock split), but also in connection with dividend payments, the issuance of additional convertible bonds/warrant bonds as well as in case of extraordinary events occurring during the term of the bonds and/or the warrants (such as e.g. when a third party gains control). Protection against dilution and/or revisions may be provided in particular by granting subscription rights, changing the conversion/option price or by changing or granting cash components. Section 9 Para. 1 AktG and Section 199 AktG are not affected.

The bond conditions may provide that the bonds linked to option or conversion rights or obligations may be converted, at the discretion of the Company, instead of into new shares out of the contingent capital, into new shares out of the authorized capital of the Company, into already existing shares of the Company or another listed company, or that the option right may be exercised, or the option obligation may be fulfilled, by delivering such shares. The bond conditions may also provide for the right of the Company not to grant new no par-value shares in case the conversion or option is exercised, but to pay a cash amount.

The Board of Management is authorized, with the Supervisory Board's approval, to determine, or specify in agreement with the governing bodies of the dependent group companies of the Company issuing the warrant bonds or convertible bonds, the further details for issuing and ending the bonds, in particular in terms of interest rate, issue price, term and denomination, provisions for protection against dilution, option or conversion period as well as the conversion and option price within the aforementioned framework.

b) Revocation of the contingent capital I and capital II and creation of a new contingent capital as well as appropriate amendments of Section 4 of the Articles of Association

The current contingent capital I and capital II are revoked effective with the registration of the new contingent capital created below and the relevant amendments of the Articles of Association in Section 4 Para. 4. The capital stock is increased by up to EURO 16,640,534.00 by way of issuing up to 16,640,534 new bearer-denominated no par-value shares (contingent capital). The contingent capital increase is intended to grant, when the conversion or option rights are exercised and/or the conversion or option obligations are fulfilled, bearer-denominated no par-value shares to the holders or creditors of convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (and/or any combination of these instruments) issued by the Company or a dependent group company against a cash contribution until 17 May 2016, based on the authorization resolution of the Stockholders' Meeting of 18 May 2011. The new shares are issued at the option or conversion price to be determined in accordance with the authorization resolution referred to above.

The contingent capital increase is to be executed only in case of the issuance of bonds carrying option or conversion rights or obligations pursuant to the authorization resolution of the Stockholders' Meeting of 18 May 2011, and only to the extent that option or conversion rights are exercised or holders of bonds obligated to convert or exercise their options fulfill their obligation

to exercise the conversion/option or to the extent that the Company exercises the option of granting no par-value shares in the Company in whole or in part instead of the payment of the due cash amount. The contingent capital increase is not implemented if a cash compensation is granted or the Company's own shares, shares out of the authorized capital or shares of another listed company are used for the purpose. The issued new shares participate in the profit starting with the beginning of the fiscal year in which they are created.

The Board of Management is authorized, with the Supervisory Board's approval, to specify the further details for the purpose of executing the contingent capital increase.

Section 4 Para. 4 of the Articles of Association is amended as follows:

"(4) The capital stock shall be increased on a contingent basis by up to EURO 16,640,534.00, divided into up to 16,640,534 bearer-denominated no par-value shares (contingent capital). The contingent capital increase shall be implemented only to the extent that the holders or creditors of option or conversion rights or those who are obligated to exercise a conversion/option under warrant bonds and/or convertible bonds, profit participation rights and/or income bonds (or any combination of these instruments) issued or guaranteed until 17 May 2016 by the Company or a dependent group company based on the authorization of the Board of Management by the resolution of the Stockholders' Meeting of 18 May 2011 against a cash contribution, exercise their option or conversion rights, or to the extent that they are obligated to exercise a conversion/option, they fulfill their obligation to exercise a conversion/option, or to the extent that the Company exercises an option to grant shares in the Company in whole or in part instead of the payment of the due cash amount. The contingent capital increase shall not be implemented if a cash compensation is granted or if the Company's own shares, shares out of the authorized capital or shares of another listed company are used for the purpose. The new shares shall be issued at the respective option or conversion price to be determined in accordance with the conditions of the authorization resolution referred to above. The new shares shall participate in the profit starting with the beginning of the fiscal year in which they are created. The Board of Management shall be authorized, with the Supervisory Board's approval, to specify the further details for the purpose of executing the contingent capital increase."

Effective with the registration of the aforementioned creation of a new contingent capital and of the relevant amendments of the Articles of Association in the Commercial Register, Section 4 Para. 5 of the Articles of Association is revoked and Section 4 Para. 6 of the Articles of Association becomes Section 4 Para. 5 with no change in content.

c) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the wording of Paragraphs 1 and 4 of Section 4 of the Articles of Association as the respective new shares are issued and implement all other pertinent revisions of the Articles of Association which concern only the wording. The same applies in case the authorization to issue bonds is not utilized by the time the authorization period expires and in case the contingent capital is not utilized by the time the deadlines for exercising the option or conversion rights or for fulfilling the conversion and/or option obligations have expired.

8. Amendment of Section 12 Para. 2 and Para. 4 of the Articles of Association (Remuneration of the Supervisory Board)

The last time the Stockholders' Meeting reviewed the remuneration of the Supervisory Board was in 2008. The responsibility of the members of the Supervisory Board and the time spent on supervisory board activities has continued to grow since then. The consulting and controlling responsibilities of the Supervisory Board have become more complex. These increased demands are to be reflected in an increase of the remuneration of the Supervisory Board.

In this context, and to strengthen the independence of the Supervisory Board, the intention is to limit the increase to the annual fixed remuneration and not to introduce an additional, short-term variable remuneration component as is usual at many companies. The Stockholders' Meeting will therefore recommend an increase of the annual fixed remuneration (Section 12 Para. 2 Sentence 1 of the Articles of Association) from EURO 40,000 to EURO 80,000.

In addition, the work of the members of the Supervisory Board in the committees is to be adequately recognized. The additional remuneration for membership in a committee is therefore to be raised from a quarter to half the fixed remuneration. The special responsibilities and tasks of the Chairman of the Audit Committee are to be recognized by increasing his remuneration by an additional half of the fixed remuneration. The policy of paying members of the Supervisory Board who chair a committee other than the Audit Committee an additional remuneration in the amount of a quarter of the fixed remuneration is to remain unchanged. The meeting attendance fees are to be raised from EURO 1,200 to EURO 1,500.

The Board of Management and the Supervisory Board propose to adopt the following resolution:

a) Section 12 Para. 2 of the Articles of Association is amended as follows:

"(2) Each member of the Supervisory Board shall receive an annual fixed remuneration of EURO 80,000 (the "fixed remuneration"). The Chairman shall receive triple, his deputy one and a half times the fixed remuneration. Members of the Supervisory Board who belong to a committee shall receive in addition one half of the fixed remuneration. The Chairman of the Audit Committee shall receive in addition another half of the fixed remuneration. Members of the Supervisory Board who chair a committee other than the Audit Committee shall receive in addition a quarter of the fixed remuneration. The committee to be set up pursuant to Section 27 Para. 3 Co-Determination Act (MitbestG) as well as the Nominations Committee shall not be considered committees in the sense of this Paragraph 2. In the context of the above policy changes, a member of the Supervisory Board shall receive a maximum totaling three times the fixed remuneration. The fixed remuneration shall be payable four weeks after the end of the fiscal year. Members of the Supervisory Board who are on the Supervisory Board or a committee or who chaired a committee only during part of the fiscal year shall receive a fixed remuneration that is reduced on a prorated basis."

b) Section 12 Para. 4 of the Articles of Association is amended as follows:

"(4) Each member of the Supervisory Board and its committees shall receive a meeting attendance fee of EURO 1,500 for each Supervisory Board meeting and committee meeting in which he participates. The committee to be set up pursuant to Section 27 Para. 3 MitbestG and the Nominating Committee shall not be considered committees in the sense of this Paragraph 4. The attendance fees due to the respective members of the Supervisory Board in a fiscal year shall be due together with the fixed remuneration payable for the fiscal year."

c) The amendments of the Articles of Association apply for the first time to the fiscal year beginning 1 January 2011.

II. Reports of the Board of Management

1. Report of the Board of Management to the Annual Stockholders' Meeting concerning item 6 of the agenda in accordance with Section 71 Para. 1 No. 8 Sentence 5 AktG in conjunction with Section 186 Para. 4 Sentence 2 AktG

The Board of Management and the Supervisory Board propose that the Board of Management shall be authorized, limited in time until 17 May 2016, to purchase and dispose of shares in the Company up to a calculated proportion of 10% in the existing capital stock of the Company. The amount of such capital stock at the time of the adoption of the relevant resolution by the Annual Stockholders' Meeting regarding the authorization or - if this value is lower - at the time of exercising the authorization shall be the determining factor.

This new authorization shall replace the authorization for the acquisition of shares in the Company granted in the Annual Stockholders' Meeting of 28 May 2010, which is set to expire on 25 November 2011. The authorization of 28 May 2010 regarding the use of shares acquired on the basis of the authorization of 28 May 2010 until the day of the Annual Stockholders' Meeting shall not be affected by the above.

Under mandatory law, the shares acquired under the proposed new authorization together with other own shares of the Company already acquired and still held by the Company may not exceed 10% of the capital stock of the Company. At the time the Annual Stockholders' Meeting was convened, the Company did not own any treasury stock in the Company.

When acquiring shares in the Company, the principle of equal treatment of all Stockholders as set forth in Section 53 a AktG must be adhered to. This is accomplished by providing for the shares to be acquired, as planned, 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 submission of an offer to sell, the addressees may decide how many shares they wish to offer to the Company and, if a price range has been specified, 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. For reasons of practicability and non-discrimination, this should be based on the ratio of tendered shares (tender ratio). The option of rounding following commercial principles serves to avoid fractional amounts in the determination of the quotas to be acquired. To that end, the number of the shares to be acquired by the individual tendering Stockholders may be rounded off so as to allow for showing the acquisition of whole shares for procedural reasons. This simplifies the technical execution and is therefore in the 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:

In case of disposing shares in the Company by way of an offer to all Stockholders, the subscription right is maintained; the subscription right in this event is meant to be excluded only with regard to fractional amounts. This is meant to facilitate the disposal of shares in the Company by way of an offer to all Stockholders. Fractional amounts may result from the respective disposal volume and from the fact that it is necessary to offer a technically feasible subscription ratio. The value of such fractional amounts is usually low for the individual Stockholder. The potential dilution effect can also be disregarded due to the limitation to fractional amounts. On the other hand, the expense for selling the Company's own shares via an offer to all Stockholders is much higher for the Company without such exclusion, entailing additional costs. The 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 convenience and cost efficiency and simplifies the execution of any disposal of shares in the Company by way of an offer to all Stockholders.

The Company may dispose of the purchased shares in the Company also outside the 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 No. 8 AktG in application of Section 186 Para. 3 Sentence 4 AktG. This is intended to provide the Company with an option to offer the Company's shares to institutional investors in the interest of expanding the Stockholder base. The authorization furthermore allows for the issuance of shares at short notice. The proposed authorization therefore serves to secure a permanent and adequate equity capital 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 of adoption of a resolution by the Annual Stockholders' Meeting regarding this authorization nor at the time it is exercised. This upper limit for

the simplified exclusion of the subscription right shall be reduced by the prorated amount of the capital stock attributable to the 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 the exclusion of the subscription right in accordance with Section 186 Para. 3 Sentence 4 AktG. Associated bonds may be warrant bonds or convertible bonds or profit participation rights or any combination of these instruments. Option or conversion rights within the meaning of the proposed authorization shall also be exercised if shares are issued to satisfy claims regarding the purchase of shares under conversion obligations or to avert claims for a reduction of the option or conversion price for the purpose of protecting against dilution by the issuance of additional shares.

The financial and voting 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. 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 Board of Management will endeavor to obtain the highest possible proceeds from any disposal and to minimize any discount on the market price, giving due consideration to the current market conditions. Any discount off the market price at the time of sale probably will be less than 3%, and in any event never more than 5%. The relevant market price shall be the market price on the day of the binding agreement with the buyer. Since fluctuations in price may occur on very short notice due to the volatility of the markets, it should not be stipulated in advance whether a current average price covering only a few days should be used or the price current at that moment in time. This shall be documented on a case-by-case basis.

Furthermore, the Company shall have the opportunity to offer, as consideration instead of money, the Company's own shares acquired in connection with mergers or when acquiring companies, part of companies or equity interests in companies, or when acquiring other assets, including rights or receivables. This will give the Company the necessary latitude of action to be able to respond quickly, flexibly, and without straining the liquidity, to attractive opportunities of mergers or for acquiring 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, e.g. without involving the Stockholders' Meeting, which frequently is not possible for lack of time. In today's corporate practice, treasury stock is a major acquisition currency. Oftentimes, the owners of attractive companies or other attractive assets demand of the buyer consideration in the form of stock instead of a cash payment. In order for the Company to be able to acquire such companies or assets it must be able to offer consideration in the form of stock. It would not be possible to achieve the resulting advantages for the Company and the Stockholders without the exclusion of the subscription rights. In such a case, the Board of Management will ensure, when determining the valuation ratios, that the interests of the Stockholders are adequately protected. The Board of Management will also take into account the market price of the Company's shares. A planned link to a certain market price is not envisaged, in particular so as to prevent previously reached negotiation results from being challenged because of market price fluctuations. The Board of Management will only exercise this authorization in individual cases if the exclusion of the subscription rights is in the obvious interest of the Company and its Stockholders. Furthermore, the use of the Company's own shares for acquisitions does not mean for existing Stockholders that their voting rights are diluted compared to the situation prior to the Company's purchase of the Company's own shares.

The Board of Management will furthermore 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 Stockholders' Meeting. Notwithstanding the aforesaid, the Board of Management may determine that the capital stock shall remain unchanged and that instead the percentage of the remaining shares 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 Associations as necessary to reflect the change in the number of no-par value shares resulting from the redemption.

The Board of Management shall be authorized to use acquired shares in the Company to fulfill obligations of the Company under 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 dependent group companies, which grant a conversion or option right or carry a conversion obligation. Access to 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 as equivalent to equity and thereby strengthen the Company's capital base. However, such financing may be obtained only if a sufficient number of shares of the Company can be allocated to the holders or creditors of the relevant instruments in case the conversion right or option is exercised or the conversion obligation is fulfilled. It may be expedient to exercise the relevant rights to the subscription of shares not by way of a capital increase, but wholly or partly by shares in the Company. Accordingly, the relevant use of shares in the Company is proposed to the exclusion of the subscription right. When deciding whether to issue shares in the Company or increase the capital, the Board of Management shall carefully balance the interests of the Company and of the Stockholders.

The Board of Management shall be authorized to use the acquired shares in the Company to grant holders of 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 dependent group companies, which grant a conversion or option right or carry a conversion obligation, shares in the Company to the extent to which they would be due a subscription right to shares of the Company after exercising their conversion or option rights or after fulfilling their conversion obligations. 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 holders of convertible bonds also having a subscription right to the new shares if 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 fulfilled their conversion obligation. Since protection against dilution in this case does not have to be guaranteed by reducing the option or conversion price, it is possible to obtain a higher issue price for the shares to be issued upon conversion or exercise of the option. This strengthens the Company's liquidity. However, this approach is possible only if the Stockholders' subscription right in that respect is excluded.

In each individual case that leads to an exclusion of the subscription right, the Board of Management will 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.

The option to acquire and dispose of shares in the Company, including by dependent group companies of the Company or by third parties for the account of the Company or of directly or indirectly affiliated enterprises of the Company allows the Company to use the 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 next Stockholders' Meeting.

2. Report of the Board of Management to the Annual Stockholders' Meeting concerning item 7 of the agenda in accordance with Section 221 Para. 4 Sentence 2 AktG, in conjunction with Section 186 Para. 4 Sentence 2 AktG

An adequate endowment with capital is an important basis for the growth of the Company. By issuing convertible bonds and/or warrant bonds, profit participation rights and/or income bonds (or any combination of these instruments) (collectively "bonds") the Company is able to take advantage of attractive financing options in the capital market in addition to the classic options of raising capital through outside financing and equity contributions. The issuance of bonds facilitates for example the raising of low-interest outside capital, which can be classified as equity or quasi-equity both for rating and balance sheet purposes.

The authorizations I and II permitting the issuance of bonds adopted in the Stockholders' Meeting of 31 May 2007 were based on the decisions of some lower courts which required specifying a concrete conversion and/or option price for the adoption of resolutions regarding a contingent capital in support of an authorization of convertible bonds (and similar instruments), instead of considering the specification of a minimum price as sufficient, as practiced generally until that time. After a change of the German Stock Corporation Act the law regarding the authorization to issue warrant bonds or convertible bonds and a contingent capital created for exercising option and conversion rights or obligations now specifically provides that specifying a minimum issue price is sufficient. Therefore, in order to give the Company this same latitude of action, the authorizations I and II adopted by the Stockholders' Meeting on 31 May 2007 and set to expire on 31 May 2012 together with the contingent capital I and capital II in Section 4 Para. 4 and 5 of the Articles of Association shall be revoked and replaced by a new authorization as well as a new contingent capital in Section 4 Para. 4 of the Articles of Association.

The proposed authorization proposes to authorize the Board of Management, with the Supervisory Board's approval, to issue once or repeatedly bonds in the total nominal amount of up to EURO 2,000,000,000.00 and to create a contingent capital of up to EURO 16,640,534.00 for satisfying the option and conversion rights or obligations. The authorization will expire on 17 May 2016.

Pursuant to Section 221 Para. 4 in conjunction with Section 186 Para. 1 AktG, the Stockholders are owed in principle the legal subscription right to bonds linked to option or conversion rights or obligations. If the Stockholders are not given the opportunity to purchase the bonds directly, the Board of Management may choose the option of issuing bonds to a financial institution or a consortium of financial institutions with the obligation to offer the bonds to the Stockholders according to their subscription rights (indirect subscription right within the meaning of Section 186 Para. 5 AktG).

The exclusion of the subscription right for fractional amounts makes it possible to use the requested authorization in rounded amounts. This facilitates the handling of the subscription rights of the Stockholders. The exclusion of the subscription right in favor of the holders or creditors of already issued conversion and option rights or obligations has the advantage that the conversion and/or option price for already issued conversion and/or option rights or obligations do not have to be reduced, allowing thereby an altogether higher flow of funds. Both cases of the subscription right exclusion are therefore in the interest of the Company and its Stockholders.

The price at which the new shares are issued must correspond to at least 80% of the stock market price at the time of the issuance of the bonds linked to option or conversion rights or obligations. By allowing a surcharge (which may be increased depending on the term of the warrant bond and/or convertible bond), the preconditions are created so that the terms of the convertible bonds and/or warrant bonds take into account the respective capital market conditions at the time of issuance.

The Board of Management is also authorized, with the Supervisory Board's approval, to totally exclude the subscription rights of the Stockholders if the bonds linked to option or conversion rights or obligations are issued against cash at a share price that is not significantly below the market price of these bonds. This gives the Company the chance to take advantage of favorable market conditions at very short notice and quickly to obtain better conditions with regard to the interest rate, option and/or conversion price and issue price of the bonds when specifying terms in line with the market. Specifying terms in line with the market and the smooth placement would not be possible if the subscription rights were left in place. While Section 186 Para. 2 AktG permits the publication of the subscription price (and thus the terms of these bonds) until three days before the subscription period expires, there is a market risk lasting several days because of the volatility frequently seen in the stock markets, resulting in discounts when specifying bond terms and thus in conditions that are not in line with the market. Also, if there is a subscription right, a successful placement with third parties is jeopardized and/or associated with additional expenses because of the uncertainty as to whether it will be exercised or not (subscription behavior). Finally, if a subscription right is granted, the Company is unable to react to favorable and/or unfavorable market conditions on short notice but instead runs the risk of declining stock prices during the subscription period because of the length of the subscription period, which can mean that capital has to be procured at conditions that are unfavorable for the Company.

Pursuant to Section 221 Para. 4 sentence 2 AktG, in this case of a complete exclusion of the subscription right, the provision of Section 186 Para. 3 Sentence 4 AktG applies accordingly. According to the content of the resolution, the limit of 10% of the capital stock for subscription right exclusions set forth therein must be complied with. The volume of the contingent capital, which is to be made available in this case at best as a guarantee for the option or conversion rights and/or obligations, may not exceed 10% of the capital stock existing on the effective date of the authorization to exclude the subscription right pursuant to Section 186 Para. 3 sentence 4 AktG. An appropriate mandate in the authorization resolution also ensures that the 10% limit is not exceeded even in case of a capital reduction, since 10% of the capital stock may not be exceeded according to the authorization to exclude the subscription right, either when this authorization takes effect or - if this value decreases - at the time it is exercised. In this process the Company's own shares that are sold with the exclusion of the subscription right pursuant to Section 186 Para. 3 Sentence 4 AktG, and the shares that are issued out of the authorized capital with the exclusion of the subscription right pursuant to Section 186 Para. 3 Sentence 4 AktG are offset and therefore reduce this amount accordingly, if they are sold and/or issued during the validity of this authorization until the issuance of the bonds with option and/or conversion rights or obligations excluding the subscription right according to Section 186 Para. 3 sentence 4 AktG. From Section 186 Para. 3 Sentence 4 AktG it furthermore follows that the issue price may not fall significantly below the stock market price. This is meant to ensure that the economic value of the shares is not diluted unduly. Whether such a dilution effect occurs if bonds linked to option or conversion rights or obligations are issued without subscription right can be determined by calculating the hypothetical market value of the bonds following recognized methods, in particular using financial mathematics, and by comparing it with the issue price. If after due examination this issue price is only insignificantly below the hypothetical stock market price at the time the bonds are issued, a subscription right exclusion is permitted according to the meaning and purpose of the provisions in Section 186 Para. 3 Sentence 4 AktG because the discount is insignificant. The resolution therefore provides that the Board of Management, before issuing bonds linked to option or conversion rights or obligations, must have come to the conclusion, after due examination, that the planned issue price does not lead to a significant dilution of the value of the shares because the issue price of the bonds is not significantly below its hypothetical market value calculated following recognized methods, in particular using financial mathematics. This would make the imputed market value of a subscription right drop to almost zero, so that no significant economic disadvantage would accrue to the Stockholders as a result of the subscription right exclusion. All this ensures that there is no significant dilution of the value of the shares when excluding the subscription right.

In addition the Stockholders have the option of maintaining their percentage of the capital stock of the Company even after the exercise of conversion or option rights or after the occurrence of the option or conversion obligation by purchasing shares via the stock market. In contrast, the authorization to exclude the subscription right allows the Company to set terms that are in line with the market, to place the shares with third parties as safely as possible and to take advantage of favorable market conditions at short notice.

To the extent that profit participation rights or income bonds without an option or conversion right or obligation are issued, the Board of Management is furthermore authorized, with the Supervisory Board's approval, to exclude the subscription rights of the Stockholders altogether if these profit participation rights or income bonds have features that are similar to obligations. This is the case if they do not create membership rights in the Company or grant any equity interest in the liquidation proceeds or if the interest is not calculated on the basis of the amount of the net income for the year, the balance sheet profits or the dividend. Also, the interest and issue price of the profit participation rights or income bonds must correspond to the actual market conditions prevailing at the time of issuance. If these conditions are fulfilled, the exclusion of the subscription right does not result in any disadvantage to the Stockholders because the profit participation rights and/or income bonds do not create any membership rights and do not grant the right to a percentage of the liquidation proceeds or the profits of the Company.

III. Additional information about convening the Stockholders' Meeting

1. Total number of shares and voting rights

At the time the Annual Stockholders' Meeting was convened, a total of 83,202,670 individual no-par value shares had been issued. Each share carries one voting right. Therefore, the total number of voting rights is 83,202,670. The Company does not hold any treasury stock. There are no different classes of shares.

2. Requirements for participating in the Annual Stockholders' Meeting and for exercising voting rights

Stockholders are entitled to attend the Annual Stockholders' Meeting and to exercise their voting rights provided that they have furnished proof of their 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 by Wednesday, 11 May 2011 (24:00 hours CEST). The proof of stock ownership must refer to the beginning of the 21st day prior to the Annual Stockholders' Meeting, i.e. Wednesday, 27 April 2011, 0:00 hours (CEST) (verification date), and must be drawn up in German or English. Both the proof of stock ownership and the registration must be received by the Company no later than Wednesday, 11 May 2011 (24:00 hours CEST) at the following address:

LANXESS Aktiengesellschaft,
c/o Deutsche Bank AG
Securities Production
General Meetings
P.O. Box 20 01 07
60605 Frankfurt/Main
E-mail: WP.HV@Xchanging.com
Fax: + 49-(0)69 / 12012-86045

The verification date shall be authoritative for exercising the participation right and for the number of voting rights in the Annual Stockholders' Meeting. Only a person having furnished such special proof of stock ownership as of the verification date shall be a Stockholder for purposes of the Company and with regard to participating in the Annual Stockholders' Meeting and exercising the voting right. Changes in stock ownership after the verification date shall be without relevance for the participation right and the number of voting rights. Persons who as of the verification date have not yet held any shares and have acquired their shares only after the verification date therefore shall not be entitled to attend or vote unless they are appointed as authorized representatives or proxy. Stockholders who have duly registered and

furnished the special proof of stock ownership shall continue to be entitled to attend and to vote to the extent of the proven stock ownership even if they dispose of all or some of their shares after the verification date. The verification date shall be of no relevance for the right to dividends.

Upon receipt of the registration and proof of stock ownership, Stockholders entitled to attend shall be sent admission tickets to the Annual Stockholders' Meeting. We ask Stockholders to ensure in a timely manner their registration and proof of stock ownership provided by their depository institution so as to facilitate the organization of the Annual Stockholders' Meeting.

3. Proxy procedure

Third-party authorization

Stockholders may appoint an authorized representative, including a financial institution or a Stockholders' association, as proxy to exercise their voting rights. Issuing, revoking, or proving such proxy vis-à-vis the Company shall be made in text form, unless a financial institution or a Stockholders' association or any other similar institution or person under Section 135 Para. 8 and 10 AktG is to be authorized to exercise the voting right.

To nominate third parties as proxies, Stockholders may use the proxy section of their admission ticket that shall be mailed to them upon registration. A proxy form is also available on the Internet at www.stockholdersmeeting.lanxess.com.

It is also possible to authorize third parties electronically via the Internet. This as well requires an admission ticket. Stockholders may access the Internet-supported proxy system via the Company's website at www.stockholdersmeeting.lanxess.com. The electronic proxy must be transmitted timely in order to be taken into consideration; the same shall apply to any electronic revocation of proxy.

Proof of the appointment of an authorized representative may also be transmitted to the Company at the following e-mail address: hv2011@lanxess.com.

If a bank or other similar institution or enterprise (Section 135 Para. 10, 125 Para. 5 AktG) or a Stockholders' association or a person as defined in Section 135 Para. 8 AktG is to be authorized; there is no text form requirement. However, in such case their proxy must be verifiable and complete, and may contain only statements related to exercising the voting right. Accordingly, if you intend to authorize a financial institution, a Stockholders' association or any other similar institution or person under Section 135 AktG, please coordinate the form of the proxy with those institutions or persons.

Company-nominated voting right proxies

The Company again offers its Stockholders the opportunity to appoint Company-nominated proxies to exercise their voting rights. Such proxies must be given authorization and instructions on how to exercise their voting rights with regard to each relevant item on the agenda. Proxies are obligated to vote as instructed. In the absence of explicit or clear instructions, proxies shall abstain from voting on the respective item. Authorization, voting instruction, revocation of such proxy and proof of proxy shall be provided to the company in text form.

Authorization of and voting instructions to Company-nominated voting right proxies may be issued only by using the authorization and instructions section on the admission ticket unless stipulated otherwise in what follows. Authorizations (including instructions) using the relevant authorization and voting instructions section on the admission ticket must have been received by the Company no later than Monday, 16 May 2011, 24:00 hours (CEST) (date received) at the following address:

LANXESS Aktiengesellschaft
c/o Computershare HV-Services AG
Prannerstr. 8
80333 Munich

Fax: +49-(0)89 / 309037-4675

Company-nominated proxies may also be authorized and instructed via the Internet. Admission tickets are required to use the Internet-based authorization and instruction system. Stockholders may access the Internet-supported proxy system via the Company's website at www.stockholdersmeeting.lanxess.com. Authorizations and instructions issued on the Internet to the Company-nominated proxies must be completed by Tuesday, 17 May 2011, 18:00 hours (CEST), at the latest; until that time, issued authorizations may be revoked or instructions changed on the Internet.

Stockholders attending the Annual Stockholders' Meeting in person may also authorize Company-nominated proxies to vote on their behalf by issuing the relevant authorizations and instruction at the exit. This option will be available to Stockholders, regardless of whether they subsequently leave the Annual Stockholders' Meeting or wish to continue to attend.

Even in case of the authorization of third parties or Company-nominated proxies, registration and proof of stock ownership are required in due time in accordance with the above provisions.

4. Minority amendments to the agenda in accordance with Section 122 Para. 2 AktG

Stockholders, whose total shares together amount to one-twentieth of the capital stock or a pro-rated amount of EURO 500,000 may demand that items are added to the agenda and announced. Each new item must be accompanied by a justification or a proposed resolution.

Any motions shall be sent in writing to the Company's Board of Management (LANXESS Aktiengesellschaft, Attn. Law & Intellectual Property Department, Kaiser-Wilhelm-Allee 40, Building K 10, 51369 Leverkusen, Germany) and must be received by the Company no later than 30 days prior to the Meeting (excluding the day of receipt and the day of the Annual Stockholders' Meeting). The last possible date of receipt is therefore Sunday, 17 April 2011, 24:00 hours (CEST). Any motions for amendments received after that date shall not be considered.

Motions for amendments shall be considered only if the applicants demonstrate that they have owned the minimum number of shares for no less than three months prior to the date of the Annual Stockholders' Meeting (i.e. since Friday, 18 February 2011, 0:00 hours CET) and that they have held such minimum stock ownership up to and including the day on which the request was posted.

5. Motions and voting nominations by Stockholders in accordance with Section 126 Para. 1 and Section 127 AktG

Motions by Stockholders, including the relevant Stockholder's name, justification, and any comments by Management, shall be made available to the authorized persons specified in Section 125 Para. 1 to 3 AktG on the Company's website at www.stockholdersmeeting.lanxess.com the Stockholder has sent a counter-motion against a proposal by the Board of Management and/or by the Supervisory Board regarding a

specific agenda item, including justification, to the Company at the following address no later than fourteen days prior to the Annual Stockholders' Meeting (excluding the day of receipt and the day of the Annual Stockholders' Meeting, i.e. by Tuesday, 3 May 2011, 24:00 hours CEST, at the latest):

LANXESS Aktiengesellschaft
Law & Intellectual Property Department
Kaiser-Wilhelm-Allee 40
Building K 10
51369 Leverkusen
Germany

Fax: +49-(0)214/30-24806
E-mail: hv2011@lanxess.com

Counter motions (including justifications) sent to a different address will not be considered.

Proposals by Stockholders regarding the election of auditors, including the name of the Stockholder and any comment by the Management, will - as explained above - be made available if the Stockholder has sent the nomination to the Company at the following address no later than fourteen days prior to the Annual Stockholders' Meeting (excluding the day of receipt and the day of the Annual Stockholders' Meeting, i.e. by Tuesday, 3 May 2011, 24:00 hours CEST at the latest). Nominations sent to other addresses will not be considered. Such nomination proposals shall include name, profession, and place of residence of the nominee.

Further information, in particular about circumstances in which motions and nominations do not have to be made available, can be found on the Internet at www.stockholdersmeeting.lanxess.com.

6. Stockholders' Right to Information in accordance with Section 131 Para. 1 AktG

Upon request, each Stockholder shall be provided by the Board of Management during the Annual Stockholders' Meeting with information about matters concerning the Company, including its legal and business relationships with affiliated companies and the financial situation of the group and the companies included in the consolidated financial statements if this is required for a proper assessment of an agenda item.

Such information shall be provided in accordance with the principles of diligent and truthful accounting. Under the conditions set forth in Section 131 Para. 3 AktG, the Board of Management may refuse information, and under the conditions set forth in Section 16 Para. 4 of the Company's Articles of Association, the Chairman of the Meeting may limit the time Stockholders' have to speak and raise questions. Further information is available on the Company's website at www.stockholdersmeeting.lanxess.com.

7. Information on the Company's Website

In compliance with Section 124a AktG, this invitation to the Annual Stockholders' Meeting, the documents to be made available and other information in connection with the Annual Stockholders' Meeting is available on the Company's website at www.stockholdersmeeting.lanxess.com.

8. 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 follow the speech given by the Chairman of the Board of Management during the Annual Stockholders' Meeting on 18 May 2011 on the Internet at www.stockholdersmeeting.lanxess.com. The other portions of the Meeting will not be broadcasted.

LANXESS Aktiengesellschaft
The Board of Management