



**GREEN MOBILITY ENERGIZED BY**

**LANXESS**  
Energizing Chemistry

## **INVITATION TO THE STOCKHOLDERS' MEETING**

We hereby give notice of our Annual Stockholders' Meeting to be held on Thursday, 23 May 2013, at 10:00 a.m. at the LANXESS arena, Willy-Brandt-Platz 1, 50679 Cologne.

**LANXESS**  
Energizing Chemistry

## LANXESS Aktiengesellschaft

Leverkusen

WKN 547040  
ISIN DE0005470405

We hereby give notice of our

### Annual Stockholders' Meeting

to be held on

**Thursday, 23 May 2013, at 10:00 hours CEST**

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

## I. AGENDA

**1. Submission of the approved annual financial statement and the adopted consolidated financial statement for the year ended 31 December 2012 with the consolidated management report for LANXESS Aktiengesellschaft and the group of companies, to include the notes to the information pursuant to Section 289 Para. 4 and Para. 5 as well as Section 315 Para. 4 German Commercial Code (HGB), as well as the presentation of the report of the Supervisory Board for the fiscal year 2012**

The Supervisory Board has approved the annual financial statement and the consolidated financial statement prepared by the Board of Management. The annual financial statement thus has been adopted pursuant to Section 172 Para. 1 German Stock Corporation Act (AktG). Accordingly, there will be no adoption of a resolution by the Stockholder's Meeting.

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

The Board of Management and the Supervisory Board propose that the balance sheet profits of EURO 96,265,081.94 for the fiscal year 2012 shall be used as follows:

- Distribution of a dividend of EURO 1.00	
- per dividend-bearing no-par value share	EURO 83,202,670.00,
- Amount of profit carried forward	<u>EURO 13,062,411.94,</u>
Balance sheet profit (total)	EURO 96,265,081.94.

The stated amounts available for dividends and profit carried forward take into account the 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 Stockholder's Meeting, a motion for a resolution adapted as follows to such change shall be submitted to the Annual Stockholders' Meeting: the dividend per dividend-bearing no-par value share of EURO 1.00 remains unchanged. Insofar as the number of dividend-bearing no-par value shares and therefore the sum of dividends increases, the amount of profit carried forward shall decrease accordingly. Insofar as the number of dividend-bearing shares and therefore the sum of dividends decreases, the amount of profit carried forward shall increase accordingly.

**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 the formal approval be given to the actions of the members of the Board of Management in office during the fiscal year 2012 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 the formal approval be given to the actions of the members of the Supervisory Board in office during the fiscal year 2012 with respect to that year.

**5. Appointment of the auditor**

Upon recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be appointed as

- a) auditor of the annual financial statements and the consolidated financial statement for fiscal year 2013, as well as
- b) auditor for the review of the abbreviated financial statements and the interim management report as contained in the half-year report 2013.

**6. Adoption of a resolution regarding the cancellation of authorized capital and creation of new authorized capital I (including the opportunity to exclude Stockholders' subscription rights) as well as corresponding amendment of Section 4 (capital stock) Para. 2 of the Articles of Association.**

The authorized capital adopted during the Annual Stockholders' Meeting dated 7 May 2009 pursuant to Section 4 Para. 2 of the Articles of Association expires on 6 May 2014. As the company's Annual Stockholders' Meeting in the year 2014 is scheduled only for a date after the expiration of this authorized capital, it is to be canceled already at this time and replaced by new authorized capital I so that the Board of Management will in the future be able to invest the authorized capital continually.

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

- a) *Cancellation of the authorized capital approved by the Annual Stockholders' Meeting dated 7 May 2009*

The Management Board's authorization granted by the Annual Stockholders' Meeting on 7 May 2009 with a term expiring on 6 May 2014 pursuant to Section 4 Para. 2 of the Articles of Association to increase the capital stock with approval of the Supervisory Board by way of issuance of new no-par value bearer shares against cash contributions or contributions in kind, either once or repeatedly, by up to a total of EURO 16,640,534, is canceled and shall be replaced by the new authorized capital I as stated under following paragraph b).

- b) *Creation of a new authorized capital I*

The Board of Management will be authorized to increase the capital stock by 22 May 2018 with the approval of the Supervisory Board by issuing new no-par value bearer shares against cash contributions or contributions in kind, either once or repeatedly up to a total of EURO 16,640,534 (authorized capital I).

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

With the Supervisory Board's approval, the Board of Management will be authorized to exclude fractional amounts from the Stockholders' subscription right and to furthermore exclude the subscription right to the extent required in order to grant new no-par value bearer shares to holders of the warrants and convertible bonds issued by the Company or its direct or indirect affiliated companies to the extent they would be entitled to upon exercising their 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 Stockholder's 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) issued by the Company or its direct or indirect affiliated companies, no-par value bearer shares if the conversion or option right is exercised or if the conversion or 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 value bearer shares (simplified exclusion of subscription rights 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 is passed by the Annual Stockholders' Meeting or - if the value is lower - when the resolution regarding the initial exploitation of authorized capital is passed. This upper limit of 10 % of capital stock 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 rights 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, with the Supervisory Board's approval, to determine the further particulars of the capital increase and its implementation.

*c) Amendment of the Articles of Association*

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

“The Board of Management will be authorized to increase the capital stock by 22 May 2018 with the approval of the Supervisory Board by way of issuance of new no-par value bearer shares against cash contributions or contributions in kind, either once or several times, by up to a total of EURO 16,640,534 (authorized capital I). 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 in order to grant new no-par value bearer shares to holders of the warrants and convertible bonds issued by the company or its direct or indirect affiliated companies to the extent they would be entitled to upon exercising their 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 Stockholder's 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) issued by the Company or its direct or indirect affiliated companies, no-par value bearer shares if the conversion or option right is exercised or if the conversion or 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 value bearer shares (simplified exclusion of subscription rights 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 is passed by

the Annual Stockholders' Meeting or – if the value is lower – when the resolution regarding the initial exploitation of authorized capital is passed. This upper limit of 10% of capital stock 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 rights 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.”

**7. Adoption of a resolution on relocation of the registered office as well as corresponding amendment of Section 1 (Company and Registered Office) Para. 2 of the Articles of Association**

In the second half-year of 2013, the Company will relocate its corporate headquarters from Leverkusen to Cologne. The company's registered office (Sec. 5 AktG) is also to be relocated with the headquarters. Therefore, Section 1 Para. 2 of the Articles of Association, which specifies that the Company's registered office is located in Leverkusen, is to be amended accordingly.

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

The registered office of the Company shall be relocated from Leverkusen to Cologne. Section 1 Para. 2 of the Company's Articles of Association shall be amended as follows:

“Its registered office is located in Cologne”.

**II. REPORT OF THE BOARD OF MANAGEMENT TO THE ANNUAL STOCKHOLDERS' MEETING CONCERNING ITEM 6 OF THE AGENDA IN ACCORDANCE WITH SECTION 203 PARA. 2 AKTG IN CONJUNCTION WITH SECTION 186 PARA. 4 SENTENCE 2 AKTG**

The Board of Management reports at the Company's Annual Stockholders Meeting scheduled for 23 May 2013, pursuant to Section 203 Para. 2 AktG in conjunction with Section 186 Para. 4 Sentence

2 AktG the following written report regarding the recommendation on the resolution to be passed regarding the cancellation of the existing authorized capital and the creation of a new authorized capital I under agenda item 6:

The authorized capital adopted during the Annual Stockholders' Meeting 7 May 2009 pursuant to Section 4 Para. 2 of the Articles of Association in the amount of EURO 16,640,534 expires on 6 May 2014. As the Company's Annual Stockholders' Meeting in the year 2014 is scheduled only for a date after the expiration of this authorized capital, it is to be canceled already at this time and replaced by new authorized capital I so that the Board of Management will in the future be able to invest the authorized capital to strengthen the Company's own funds continually. The new authorized capital I which takes the place of the authorized capital currently provided for in Section 4 Para. 2 of the Company's Articles of Association amounts to EURO 16,640,534 and therefore corresponds to 20% of the current capital stock.

The existing authorized capital II (Section 4 Para. 3 Articles of Association) passed by the Annual Stockholders' Meeting on 28 May 2010 and existing alongside the authorized capital provided for in Section 4 Para. 2 of the Articles of Association, remains unaffected. The existing authorized capital II also corresponds to a share of 20% of the currently existing capital.

The Stockholders' are generally entitled to a statutory subscription right upon utilization of the authorized capital by way of a capital increase for cash. With the Supervisory Board's approval, however, this subscription right may be excluded in the following cases:

The subscription right may be excluded with regard to fractional amounts. This should facilitate emission with a basic subscription right for 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 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 an emission.

Furthermore it should also be possible with the Supervisory Board's

approval to exclude the subscription right to the extent required in order to grant new no-par value bearer shares to holders of the warrant bonds and convertible bonds issued by the Company or its direct or indirect affiliated companies to the extent they would be entitled to upon exercising their 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. This approach however is possible only if the Stockholders' subscription right is excluded to that extent. For an easier placement of bonds with conversion and/or option rights or conversion obligations upon granting of a corresponding dilution protection, the exclusion of subscription rights serves the Stockholders' interests in an optimal financial structure of their Company.

The Stockholder's subscription right could 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) issued by the Company or its direct or indirect affiliated companies, no-par value bearer shares if the conversion or option right is exercised or if the conversion or 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.

Furthermore, the Stockholders' subscription right may also be excluded with the Supervisory Board's approval, if the no-par value bearer shares are issued at a price that is not significantly lower than the market price. Such an authorization enables the Company to quickly and flexibly utilize market opportunities and to quickly cover possible capital requirements. The exclusion of the subscription right allows

for quick action and a placement close to the market price without the reductions in case of issuing shares by applying Stockholder's subscription rights due to the high stock market 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 larger cash inflow. Therefore, this form of capital increase is also in the Stockholders' best 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 endeavor 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. Stockholders shall furthermore have the option of maintaining their share in the Company's capital stock at any time by way of an acquisition of stock via the stock market.

The capital increase in return for cash under the 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 when it is exercised. This upper limit relevant for 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 rights in accordance with Section 186 Para. 3 Sentence 4 AktG during the period of effectiveness of this authorization.

The option to exclude the Stockholders' subscription right, 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 interests in companies and other assets, including rights and receivables, or as part of mergers should also be available. This serves to provide the Company with sufficient latitude to utilize opportunities for the acquisition of other companies, parts of companies, or participations in companies as well as company mergers, as well as the acquisition of assets, e.g. rights or receivables, in a manner that is quick, flexible, protects liquidity, and improves its competitive position and strengthens its

profitability. The owners of attractive companies or other attractive assets oftentimes demand voting stock from the buyer in return. In order for the Company to acquire such companies or other assets, it must be possible to offer shares in return. Since such an acquisition is often performed with short notice, it can usually not be passed by the Annual Stockholders' Meeting, which meets only once a year. This requires the creation of an authorized capital which the Board of Management - with the approval of the Supervisory Board - can quickly access. 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 of the Company will also take into account the market price of the Company's shares. To prevent previously reached negotiations 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 rights is in the well-understood interest of the Company.

In each individual case as mentioned in this authorization, the Board of Management will review whether the exclusion of Stockholder's subscription rights is in the interest of the company and therefore also in the interest of Stockholders.

In the event of a utilization of the above authorization, the Board of Management will provide a report on such.

### **III. ADDITIONAL INFORMATION REGARDING CONVENING THE STOCKHOLDER'S MEETING**

#### **1. Total number of shares and voting rights**

At the time of the notification of the Annual Stockholders' Meeting, a total of 83,202,670 individual no-par value shares have been issued. Each share carries one voting right. The Company holds no own shares at the time the Annual Stockholders' Meeting is convened. Therefore, the total number of voting rights amounts to 83,202,670. There are no different classes of shares.

#### **2. Requirement for the participation in the Annual Stockholders' Meeting and execution of Voting Rights**

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

depository institution and have registered with the Company in text form, in German or English language, no later than on or before Thursday, 16 May 2013 (24:00 hours CEST). The verification of stock ownership must refer to the beginning of the 21st day prior to the Annual Stockholders' Meeting, i.e. Thursday, 2 May 2013, 0:00 hours CEST (verification date), and must be drawn up in the German or English language. Both proof of stock ownership and registration must be received by the Company no later than Thursday, 16 May 2013 (24:00 hours CEST) at the following address:

**LANXESS Aktiengesellschaft,**

c/o Deutsche Bank AG  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main  
Germany  
E-mail: [WPHV@Xchanging.com](mailto:WPHV@Xchanging.com)  
Fax: + 49 (0)69 12012-86045

The verification date shall be authoritative for exercising participation rights and for the scope of voting rights in the Annual Stockholders' Meeting. Vis-à-vis the Company, as regards participation in the Annual Stockholders' Meeting and exercising voting rights, only a person having furnished such special verification of stock ownership as of the verification date shall be deemed a Stockholder. Changes in stock ownership after the verification date shall be without relevance for the participation right and the scope of voting rights. Persons who as of the verification date have not yet held any shares and who have acquired their shares only after the verification day, shall therefore not be entitled to attend or vote, unless they are appointed as authorized representatives or proxy. Stockholders who have duly registered and furnished special verification of stock ownership, shall continue to be entitled to attend and to vote to the extent of the demonstrated stock ownership if they dispose of all or part of their shares after the verification date. The verification date shall be of no relevance for dividend rights.

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

### 3. Proxy procedure

#### Third-party authorization

Stockholders have the option of having their voting rights exercised by an authorized representative, also including a financial institution or a stockholders' association as proxy. Issuing, revoking, or evidence of 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 Para. 10 AktG are to be authorized to exercise voting rights.

To nominate third parties as proxies, Stockholders may use the proxy section of their admission tickets, which shall be mailed to them upon registration. A proxy form is also available on the Internet at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com).

It is also possible to authorize third parties electronically on the Internet. This too requires an admission ticket. Stockholders may access the Internet-supported proxy system via the company's website at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com). The electronic proxy must be transmitted in a timely manner in order to be taken into consideration. The same shall apply to any electronic revocation of proxy.

Evidence of the appointment of an authorized representative may also be transmitted to the company via the e-mail address [hv2013@lanxess.com](mailto:hv2013@lanxess.com).

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

#### Company-nominated proxies

The Company offers its Stockholders the opportunity to appoint company-nominated proxies to exercise their voting rights. Stockholders utilizing this option must have an admission ticket. Such proxies must be given authorization and instructions on how to exercise the 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 will abstain from voting on the respective item. Authorization, voting instruction, revocation of such proxy as well as evidence of authorization shall be provided to the Company in text form.

Authorization of and voting instructions to company-nominated proxies may be issued only by using the authorization and instruction section on the admission ticket unless specified otherwise below. The authorization (including instructions) must have been received by the company no later than Wednesday, 22 May 2013, 12:00 hours CEST (receipt) at the following address:

**LANXESS Aktiengesellschaft**

c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0)89 309037-4675  
E-mail: [hv2013@lanxess.com](mailto:hv2013@lanxess.com)

Company-nominated proxies may also be authorized and instructed on the Internet. Stockholders may access the Internet-supported proxy system via the Company's website at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com). Authorizations and instructions issued on the Internet must have been completed by Wednesday, 22 May 2013, 18:00 hours CEST at the latest; until such time, issued authorizations may be revoked or instructions may be 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 relevant authorizations and instructions at the exit in text form. This option will be available to Stockholders regardless if they subsequently leave the Annual Stockholders' Meeting or wish to continue to attend.

Even in case of authorization of third parties or company-nominated proxies, registration and verification 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 proposal for resolution.

Any motions shall be sent in writing to the Company's Board of Management. We request that motions are sent to the following address:

To the Board of Management of  
**LANXESS Aktiengesellschaft**  
attn. Law & Intellectual Property Department  
Kaiser-Wilhelm-Allee 40  
Gebäude K 10  
51369 Leverkusen  
Germany

It must have been received by the Company no later than 30 days prior to the Meeting, whereas the day of receipt and the day of the Annual Stockholders' Meeting do not count. The last possible date of receipt is therefore Monday, 22. April 2013, 24:00 hours (CEST). Any motions for amendments received after such day shall not be considered.

Motions for amendments shall be considered only if the applicants demonstrate that they had been Stockholders of the minimum stock ownership for no less than three months prior to the day of the Annual Stockholders' Meeting and that they have held such minimum stock ownership up to and including posting of the motion.

**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, will 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](http://www.stockholdersmeeting.lanxess.com) if the Stockholder has sent a counter-motion against a proposal by the Board of Management and/or 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 Wednesday, 8 May 2013, 24:00 hours (CEST) at the latest):

**LANXESS Aktiengesellschaft**

Law & Intellectual Property Department  
Kaiser-Wilhelm-Allee 40  
Gebäude K 10  
51369 Leverkusen  
Germany  
Fax: +49 (0)214 30-24806  
E-mail: [hv2013@lanxess.com](mailto:hv2013@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 above-mentioned 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 Wednesday, 8 May 2013, 24:00 hours CEST at the latest). Nominations sent to another addresses will not be considered. Such a nomination proposal shall include name, profession, and place of residence of the nominee. In deviation from counter-motions, nomination proposals must not be justified.

Further information, in particular about circumstances in which motions and nominations do not have to be made available, can be found on the website of the Company at [www.stockholdersmeeting.lanxess.com](http://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 enterprises and the financial situation of the group and the enterprises 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 reporting. 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](http://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

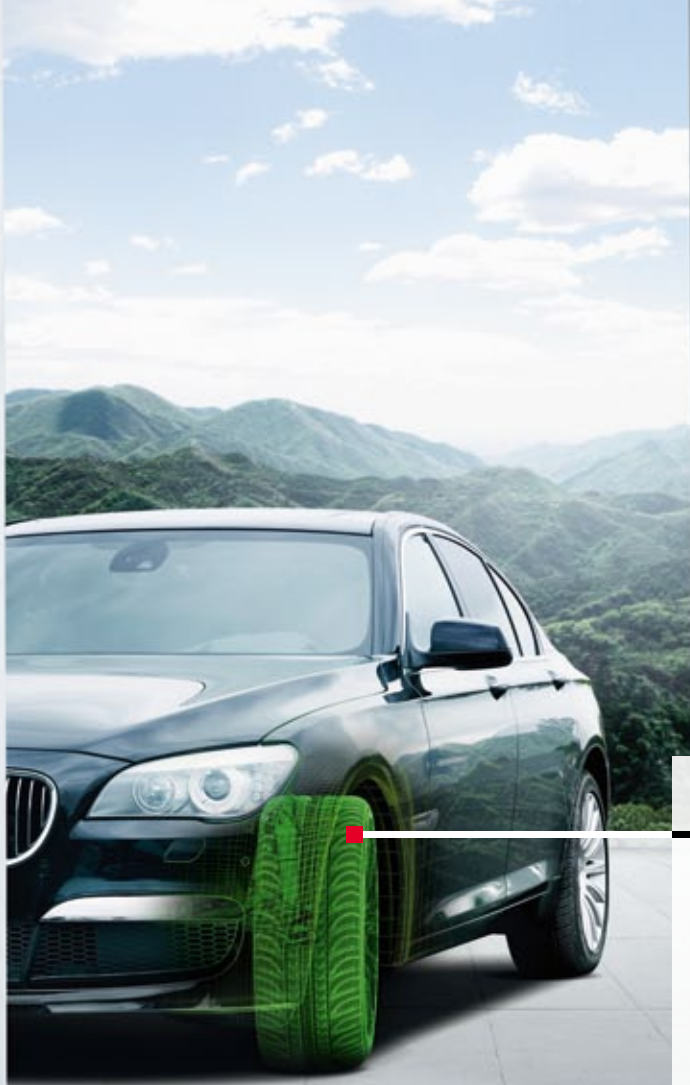
are available on the Company's website at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com).

#### **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 23 May 2013 on the Internet at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com). The other portions of the Meeting will not be broadcast.

Leverkusen, April 2013

**LANXESS Aktiengesellschaft**  
**The Board of Management**



SAVE FUEL ENERGIZED BY

**LANXESS**  
Energizing Chemistry

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**cost-free LANXESS FUEL SAVING APP**  
now: [app.green-mobility.com](http://app.green-mobility.com)



TÜV  
approved



**LANXESS Aktiengesellschaft**

Kaiser-Wilhelm-Allee 40

51369 Leverkusen

Phone: +49 (0)214 30 3 33 33

WKN 547040

ISIN DE0005470405