

# STOCKHOLDERS' MEETING

## Invitation

We hereby give notice of our Annual Stockholders' Meeting to be held on Thursday, 22 May 2014, at 10:00 a.m. CEST at LANXESS arena, Willy-Brandt-Platz 1, 50679 Cologne, Germany.

## I. Agenda

- 1. Submission of the approved annual financial statement and the adopted consolidated financial statement for the year ended 31 December 2013 with the consolidated management report for LANXESS Aktiengesellschaft and the group of companies, to include the notes to the information pursuant to Sections 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 fiscal year 2013**

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**

Board of Management and Supervisory Board propose that the balance sheet profits of EURO 48,392,687.13 for fiscal year 2013 shall be used as follows:

– Distribution of a dividend of EURO 0.50 per dividend-bearing no-par value share	41,601,335.00 EURO,
– Amount of profit carried forward	<u>6,791,352.13 EURO,</u>
Balance sheet profit total	48,392,687.13 EURO.

The amounts allocated to dividends and to profit carried forward have been calculated based on the number of dividend-bearing no-par value shares existing at the time when the allocation of profits was 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 as follows to such change shall be submitted to the Annual Stockholders' Meeting: the dividend per dividend-bearing no-par value share of EURO 0.50 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**

Board of Management and Supervisory Board propose that the formal approval be given to the actions of the members of the Board of Management in office during fiscal year 2013 with respect to that year.

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

Board of Management and Supervisory Board propose that the formal approval be given to the actions of the members of the Supervisory Board in office during fiscal year 2013 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 2014, 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 2014.

#### **6. Adoption of a resolution on the election of a member of the Supervisory Board**

Ms. Claudia Nemat has been appointed by court order dated 25 July 2013, with immediate effect, as a member of the Company's Supervisory Board as the successor of the late Prof. h.c. (CHN) Dr.-Ing. E.h. Dr. Ulrich Middelman. As her court-appointed membership in the Supervisory Board ends upon the closing of the Annual Stockholders' Meeting on 22 May 2014, Ms Nemat shall now be elected as stockholders' representative to the Supervisory Board by the Annual Stockholders' Meeting.

Pursuant to Sections 96 Para. 1, 101 Para. 1 German Stock Corporations Act (AktG), Sections 1 Para. 1, 7 Para. 1 Sentence 1 No. 1 and Para. 2 No. 1 German Co-Determination Act (MitbG) and Section 8 Para. 1 of the Articles of Association, the Supervisory Board of LANXESS Aktiengesellschaft is composed of 12 members, six of which are elected by stockholders and six of which are elected by employees.

The Supervisory Board proposes to elect

**Ms. Claudia Nemat**, Düsseldorf, Germany  
Member of the Board of Management of Deutsche Telekom AG

as stockholders' representative to the Supervisory Board effective the close of this Annual Stockholders' Meeting until the close of the Annual Stockholders' meeting adopting a resolution on the ratification of the actions of the members of the Supervisory Board for fiscal year 2018.

The Annual Stockholders' Meeting is not bound to nomination proposals.

## **7. Adoption of a resolution on the approval of two amendment agreements for existing control and profit transfer agreements**

The following control and profit transfer agreements exist between LANXESS Aktiengesellschaft as controlling company on the one hand and LANXESS Deutschland GmbH or respectively LANXESS International Holding GmbH as controlled companies on the other hand:

- Control and profit transfer agreement dated 22 April 2005 with LANXESS Deutschland GmbH with its seat in Cologne (local court Cologne HRB 52600)
- Control and profit transfer agreement dated 4 April 2008 with LANXESS International Holding GmbH with its seat in Cologne (local court Cologne HRB 61807)

On 20 March 2014, LANXESS Aktiengesellschaft, on the one hand, and LANXESS Deutschland GmbH and LANXESS International Holding GmbH, respectively, on the other hand have concluded amendment agreements regarding the stipulations on transfer of losses to these control and profit transfer agreements. These amendments are to clarify that the references to the statutory provisions regarding transfer of losses pursuant to Section 302 AktG or respectively their return, as currently included in the agreements, always refer to the respective applicable version of Section 302 AktG. The reason for this amendment is the Act on the Amendment and Simplification of Company Taxation and Travel Expenses Taxation (Gesetz zur Änderung und Vereinfachung der Unternehmensbesteuerung und des steuerlichen Reisekostenrechts), which took effect on 26 February 2013. According to that Act, profit transfer agreements with a German limited liability company (GmbH) as a controlled entity are henceforth to provide such a dynamic reference to Section 302 AktG in its respective valid version.

The fundamental content of these two amendment agreements is that LANXESS Aktiengesellschaft is under an obligation to assume losses incurred by LANXESS Deutschland GmbH or LANXESS International Holding GmbH, respectively, pursuant to the stipulations of Section 302 AktG in its respective valid version. The amendment agreements do not stipulate any other amendments.

The amendment agreements shall be valid only upon the approval of the Annual Stockholders' Meeting of LANXESS Aktiengesellschaft and subsequent entry into the commercial register of LANXESS Deutschland GmbH and LANXESS International Holding GmbH, respectively.

The Board of Management of LANXESS Aktiengesellschaft and the managing directors of LANXESS Deutschland GmbH and LANXESS International Holding GmbH, respectively, have each created a joint report pursuant to Sections 293a, 295 Para. 1 Sentence 2 AktG, in which the amendment agreements are explained and justified. The joint reports as well as the other documents to be published are available via the internet page of LANXESS Aktiengesellschaft as of the day of convening of the Annual Stockholders' Meeting. All documents to be published are also made available during the Annual Stockholders' Meeting.

Board of Management and Supervisory Board propose to approve:

- a) the amendment agreement regarding the control and profit transfer agreement with LANXESS Deutschland GmbH, as well as
- b) the amendment agreement regarding the control and profit transfer agreement with LANXESS International Holding GmbH.

## **II. Additional information regarding Item 6 of the Agenda**

Ms. Claudia Nemat who is nominated for election to the Supervisory Board under Agenda Item 6 is member of another supervisory board required to be established by statutory law, and member of comparable domestic or foreign supervisory body of commercial enterprises as set out below (information pursuant to Section 125 Para. 1 Sentence 5 AktG):

Memberships in legally stipulated supervisory boards:

- LANXESS Deutschland GmbH

Memberships in comparable domestic and foreign supervisory organs:

- BuyIn SA, Brussels/Belgium
- Hellenic Telecommunications Organization S.A. (OTE S.A.), Maroussi, Athens/Greece

Apart from the fact that Ms. Claudia Nemat is already a member of the Supervisory Board, there are in the assessment of the Supervisory Board no personal or business relationships between Ms. Nemat and LANXESS Aktiengesellschaft, its group companies, the bodies of LANXESS Aktiengesellschaft or any major shareholder of LANXESS Aktiengesellschaft in the meaning of No. 5.4.1 of the German Corporate Governance Code.

### **III. Additional information regarding convening the Stockholders' Meeting**

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

At the time of the notification of the Annual Stockholders' Meeting, a total number of 83,202,670 individual no-par value shares has 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, 15 May 2014 (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, 1 May 2014, 0:00 hours CEST (evidence reference date), and must be drawn up in the German or English language. Both verification of stock ownership and registration must be received by the company no later than Thursday, 15 May 2014 (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  
  
email: wp.hv@db-is.com  
Fax: + 49 (0)69 12012-86045

The evidence reference date shall be authoritative for exercising participation rights and for the scope of voting rights in the Annual Stockholders' Meeting. In the relationship with 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 evidence reference date shall be a stockholder. Changes in stock ownership after the evidence reference date shall be without relevance for the participation right and the scope of voting rights. Anyone who as of the evidence reference date has not yet held any shares and who has acquired their shares only after the evidence reference day, 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 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 evidence reference date. The evidence reference date shall be of no relevance for dividend rights.

Upon receipt of registration and verification 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-a-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 proxies to third parties, 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 also 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 by email to [hv2014@lanxess.com](mailto:hv2014@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, the proxy statement must be in a verifiable form. It must furthermore be 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 option 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 shall abstain from voting on the respective item. Authorization, voting instruction, revocation of such proxy as well as proof 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 (with instructions) must be received by the Company no later than Wednesday, 21 May 2014, 12:00 hours (noon) (CEST) (receipt decisive) at the following address:

LANXESS Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich  
Germany

Fax: +49 (0)89 309037-4675  
email: hv2014@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*. Authorizations and instructions issued on the internet must have been completed by Wednesday, 21 May 2014, 18:00 hours CEST at the latest; until such 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 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.



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

To the Management Board of  
LANXESS Aktiengesellschaft  
attn. Law & Intellectual Property Department  
Kennedyplatz 1  
50569 Cologne  
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 are excluded. The last possible date of receipt is therefore Monday, 21. April 2014, 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 election proposals by stockholders in accordance with Section 126 Para. 1 and Section 127 AktG**

Counter-motions by stockholders against proposals for resolution by the Management Board and/or the Supervisory Board with regard to a specific item on the agenda of the Stockholders' Meeting, including their substantiations, may exclusively be sent to the address stated immediately below. The same applies to proposals by stockholders for election of members of the Supervisory Board or of auditors. Counter-motions and election proposals sent to a different address will not be considered.

LANXESS Aktiengesellschaft  
Law & Intellectual Property Department  
Kennedyplatz 1  
50569 Cologne  
Germany

Fax: +49 (0)221 8885-4806  
email: hv2014@lanxess.com

Counter-motions and election proposals received by the Company at the above address, together with proof of the stockholding of the stockholder, no later than 14 days preceding the day of the Annual Stockholders' Meeting (not counting the day of receipt and not counting the day of the Annual Stockholders' Meeting itself, that is no later than Wednesday, 7 May 2014, 24:00 hours (midnight) CEST) will be made available on the internet at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com) without undue delay, provided they have to be made available to the other shareholders. Comments thereon by management, if any, will be made available at the same internet address.

For more information, particularly regarding circumstances in which counter-motions and election proposals do not have to be made available, please refer to the Company's website at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com).

## **6. Stockholders' information right pursuant to Section 131 Para. 1 AktG, Section 293g Para. 3 AktG**

Each stockholder shall upon request be provided with information at the Stockholders' Meeting regarding the Company's affairs to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. Such information right extends to the Company's legal and business relationships with affiliated enterprises, the situation of the group of companies and the enterprises included in its consolidated financial statements. Further thereto, in connection with agenda item 7, upon request, at the Annual Stockholders' Meeting stockholders shall be provided with information on the affairs of the subsidiaries of the Company referred to in such agenda item and which are of material relevance in the context of the amendment agreements. The relevant information has to be provided in accordance with the principles of diligent and accurate accounting.

Subject to the conditions set forth in Section 131 Para. 3 AktG, the Management Board may refuse to provide certain information, and subject to the conditions set forth in Section 16 Para. 4 of the Company's Articles of Association, the chairman of the Stockholders' Meeting may limit the period of time that stockholders are allowed to speak and raise questions at the Stockholders' Meeting.

Further information in this regard is provided on the Company's website at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com).

## **7. Information on the Company's Website**

As required by 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 22 May 2014 on the internet at [www.stockholdersmeeting.lanxess.com](http://www.stockholdersmeeting.lanxess.com). The other portions of the meeting will not be broadcast.

Cologne, April 2014

LANXESS Aktiengesellschaft  
The Board of Management

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## LANXESS

Aktiengesellschaft  
Kennedyplatz 1  
50569 Cologne  
Germany

Phone:  
+49 (0) 221 8885-0

WKN 547040  
ISIN DE0005470405

