

Second Supplement dated 19 November 2021
to the Debt Issuance Programme Prospectus dated 14 May 2021 as supplemented by the First Supplement dated 30
August 2021

*This document constitutes a supplement (the "**Second Supplement**") within the meaning of Article 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**"), to the base prospectus of LANXESS Aktiengesellschaft in respect of non-equity securities within the meaning of Article 2(c) of the Prospectus Regulation ("**Non-Equity Securities**") (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This Second Supplement is supplemental to, and should only be read in conjunction with the Prospectus dated 14 May 2021 as supplemented by the First Supplement dated 30 August 2021 (together, the "**Supplemented Prospectus**"). Therefore, with respect to future issues of Notes under the Programme of LANXESS Aktiengesellschaft, references in the Final Terms to the Prospectus are to be read as references to the Supplemented Prospectus as supplemented by this Second Supplement.



LANXESS Aktiengesellschaft

(incorporated in the Federal Republic of Germany)
as Issuer

€ 5,000,000,000

Programme for the Issuance of Debt Instruments (the "**Programme**")

The Issuer has requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129*), as amended (the "**Luxembourg Law**") to approve this Second Supplement and to provide the competent authorities in the Federal Republic of Germany and the Republic of Austria with a certificate of approval attesting that the Second Supplement has been drawn up in accordance with the Prospectus Regulation ("**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Second Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of LANXESS (<https://lanxess.com/en/Investors/Creditor-Relations/Debt-Issuance-Programme/Debt-Issuance>).

RESPONSIBILITY STATEMENT

LANXESS Aktiengesellschaft, with its registered office at Kennedyplatz 1, 50569 Cologne, Federal Republic of Germany (the "**Issuer**", "**LANXESS**", "**LANXESS AG**", the "**Company**" and, together with its affiliated companies within the meaning of the German Stock Corporation Act (*Aktiengesetz*), the "**LANXESS Group**" or the "**Group**") is solely responsible for the information given in this Second Supplement.

The Issuer hereby declares that to the best of its knowledge the information contained in this Second Supplement, for which it is responsible, is in accordance with the facts and that this Second Supplement makes no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Supplemented Prospectus have the same meaning in this Second Supplement.

This Second Supplement should only be distributed in connection with and should only be read in conjunction with the Supplemented Prospectus.

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in or incorporated by reference into the Supplemented Prospectus, the statements in this Second Supplement will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Supplemented Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Supplemented Prospectus.

The Issuer has confirmed to the Dealers that the Supplemented Prospectus as supplemented by this Second Supplement contains all information with regard to the Issuer and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, the information contained therein with respect to the Issuer and the Notes is accurate in all material respects and is not misleading, the opinions and intentions expressed therein with respect to the Issuer and the Notes are honestly held, there are no other facts with respect to the Issuer or the Notes the omission of which would make the Supplemented Prospectus as supplemented by this Second Supplement misleading in any material respect, and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in or not consistent with the Supplemented Prospectus as supplemented by this Second Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Supplemented Prospectus as supplemented by this Second Supplement, excluding the Issuer, is responsible for the information contained in the Supplemented Prospectus as supplemented by this Second Supplement or completed by any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

RIGHT TO WITHDRAW

In accordance with Article 23 (2a) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes before this Second Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted have the right, exercisable within three working days after the publication of this Second Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 24 November 2021. Investors should contact the Issuer at the address specified on the last page of this Second Supplement for the exercise of the right of withdrawal.

I. Supplemental information pertaining to the section "RISK FACTORS"

- The section "Risk Factors regarding LANXESS AG - 7. Legal and country-specific environment and compliance" on page 14 of the Prospectus shall be supplemented by the following:

"Risks relating to ESG ratings"

Several providers of ESG ratings and indices assess the sustainability performance of LANXESS. ESG ratings may vary amongst ESG rating providers as methodologies used to determine ESG ratings may differ. ESG ratings are not necessarily indicative of LANXESS Group's current or future operating or financial performance, or any future ability to service the Notes and are only current as of the dates on which they were initially issued.

Prospective investors must determine for themselves the relevance of any such ESG rating information contained in this Prospectus or elsewhere in making an investment decision. Currently, the providers of such ESG ratings are not subject to any regulatory or other similar oversight in respect of their determination and award of ESG ratings."

II. Supplemental and replacement information pertaining to the section "LANXESS AG"

- The section "3. SELECTED QUARTERLY INFORMATION" on pages 149 to 150 of the Supplemented Prospectus shall be replaced by the following:

"The following table presents additional and voluntary financial information of the Issuer for the periods from 1 January 2020 until 30 September 2020 and from 1 January 2021 until 30 September 2021 that have been derived from the unaudited consolidated financial data of the Issuer contained in LANXESS' Quarterly Statement (*Quartalsmitteilung*) for the nine-months period ended on 30 September 2021:

	1 January to 30 September	
In € million	2021 (unaudited)	2020 (unaudited)
Sales	5,475	4,601
EBITDA ¹ (pre exceptionals) ²	797	662
EBITDA ¹ margin pre exceptionals ²	14.6%	14.4%
Operating result (EBIT)	327	218
Income after income taxes (attributable to LANXESS AG stockholders / net income)	238	888
Net cash provided by operating activities (continuing operations)	128	332
Cash outflows for purchases of intangible assets and property, plant and equipment	(271)	(264)
	30 September 2021 (unaudited)	31 December 2020 (unaudited)
In € million		
Total assets	9,570	8,880
Equity	3,602	2,999

¹ EBITDA is calculated from earnings before interest and income taxes (EBIT) by adding back depreciation and impairments of property, plant, and equipment as well as amortization and impairments of intangible assets and subtracting reversals of impairment charges on property, plant, equipment and intangible assets. Grants and subsidies from third parties for the acquisition and construction of property, plant and equipment are accounted for as deferred income using the gross method. In this respect, no adjustments other than for gross depreciation and amortization are made when calculating EBITDA.

² EBITDA pre exceptionals is EBITDA disregarding exceptional items. Such exceptional items are effects of an unusual nature or magnitude but for which inclusion in the evaluation of business performance over several reporting periods does not seem to be appropriate. They may include write-downs reversals of impairment charges or the proceeds from the disposal of assets, certain expenses for strategic projects in the fields of IT and digitalization, restructuring expenses and income from the reversal of provisions established in this connection, and reductions in earnings resulting from portfolio adjustments or purchase price allocations. For the reconciliation of EBITDA pre exceptionals to operating result (EBIT), see the table below.

Reconciliation of EBITDA Pre Exceptionals to Operating Result (EBIT)

The line items "EBITDA pre exceptionals" in the table above have been reconciled as follows:

	1 January to 30 September	
In € million	2021 (unaudited)	2020 (unaudited)
EBITDA ¹ (pre exceptionals) ²	797	662
Depreciation and amortization/reversals of impairment charges	(372)	(369)
Exceptional items in EBITDA	(98)	(75)
Operating result (EBIT)	327	218

EBITDA pre exceptionals is the central indicator that LANXESS uses to steer the business operations of the LANXESS Group and the individual segments. Every operational decision or achievement is judged in the short and long term by its sustainable impact on EBITDA pre exceptionals. LANXESS uses EBITDA pre exceptionals as key controlling parameter because it facilitates assessment of the Company's development over several reporting periods.

¹ EBITDA is calculated from earnings before interest and income taxes (EBIT) by adding back depreciation and impairments of property, plant, and equipment as well as amortization and impairments of intangible assets and subtracting reversals of impairment charges on property, plant, equipment and intangible assets. Grants and subsidies from third parties for the acquisition and construction of property, plant and equipment are accounted for as deferred income using the gross method. In this respect, no adjustments other than for gross depreciation and amortization are made when calculating EBITDA.

² EBITDA pre exceptionals is EBITDA disregarding exceptional items. Such exceptional items are effects of an unusual nature or magnitude but for which inclusion in the evaluation of business performance over several reporting periods does not seem to be appropriate. They may include write-downs reversals of impairment charges or the proceeds from the disposal of assets, certain expenses for strategic projects in the fields of IT and digitalization, restructuring expenses and income from the reversal of provisions established in this connection, and reductions in earnings resulting from portfolio adjustments or purchase price allocations.

Margin on EBITDA Pre Exceptionals per segment and for the Group

In %	1 January to 31 December	
	2020	2019
Advanced Intermediates	16.8%	17.0%
Specialty Additives	16.4%	18.0%
Consumer Protection	21.0%	18.9%
Engineering Materials	12.7%	16.4%
Group	14.1%	15.0%"

- The section "10. TREND INFORMATION – RECENT DEVELOPMENTS" on page 153 to 154 of the Supplemented Prospectus shall be supplemented by the following:

"On 11 November 2021, LANXESS announced that it will transfer its High Performance Materials (HPM) business unit to an independent legal corporate structure. HPM is one of the leading suppliers of high-performance plastics. The materials are used primarily in the automotive, electrical and electronics industries. Electromobility in particular is a promising field of application for the LANXESS plastics, which are used predominantly for car bodies, battery housings and charging infrastructure. The portfolio of the HPM business unit includes the engineering plastics polyamide and polybutylene terephthalate, as well as thermoplastic fiber composites. The business unit is characterized by the high backward integration of its production processes. The business unit employs around 1,900 people at 14 sites worldwide. Sales are in the low single-digit billion euro range."

- The table under the heading "11. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES – B. SUPERVISORY BOARD" on pages 155 to 156 of the Supplemented Prospectus shall be replaced by the following:

"B. SUPERVISORY BOARD

The Supervisory Board of LANXESS AG consists of the following members:

Member of Board	Further Offices
Dr. Matthias L. Wolfgruber (Chairman)	Chairman of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Chairman of the Supervisory Board of ALTANA AG, Wesel Member of Board of Directors of Cabot Corporation, Boston Massachusetts/USA
Birgit Bierther	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne
Hans van Bylen	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne

Member of Board	Further Offices
	Chairman of the Board of Directors of Ontex Group NV, Erembodegem (Aalst), Belgium Member of the Board of Directors of Etex NV, Luchthaven Brussel Nationaal, Belgium Member of the Board of Directors of SN Airholding NV, Brussels, Belgium
Armando Dente	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Supervisory Board of INEOS Deutschland Holding GmbH, Cologne Member of the Supervisory Board of INEOS Manufacturing Deutschland GmbH, Cologne
Dr. Hans-Dieter Gerriets	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne
Dr. Heike Hanagarth	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Advisory Board of Gilde Buy Out Partners BV, Utrecht, The Netherlands Member of the Advisory Board of NXT Boardroom GmbH, Munich
Pamela Knapp	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Board of Directors – Conseil d'Administration of Compagnie de Saint-Gobain S.A., Courbevoie, France Member of the Supervisory Board – Conseil de Surveillance of Peugeot S.A., Rueil-Malmaison, France Member of the Board of Directors of Signify NV, Eindhoven, Netherlands Member of the Advisory Board of HKP Deutschland GmbH
Lawrence A. Rosen	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Chairman of the Supervisory Board of Qiagen N.V., Venlo, The Netherlands Member of the Supervisory Board of Deutsche Post AG
Iris Schmitz	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Supervisory Board of Saltigo GmbH, Leverkusen
Ralf Sikorski (Vice Chairman)	Vice Chairman of the Supervisory Board of LANXESS Deutschland GmbH, Cologne Member of the Supervisory Board of Chemie Pensionsfonds AG, Munich Member of the Supervisory Board of RAG AG, Herne Member of the Supervisory Board of RWE AG, Essen Vice Chairman of the Supervisory Board of RWE Power AG, Cologne and Essen Member of the Supervisory Board of RWE Generation SE, Essen Vice Chairman of the Supervisory Board of KSBG – Kommunale Verwaltungsgesellschaft GmbH, Essen
Manuela Strauch	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne
Theo H. Walthie	Member of the Supervisory Board of LANXESS Deutschland GmbH, Cologne"

- The section "14. HISTORICAL FINANCIAL INFORMATION AND QUARTERLY INFORMATION" on page 156 of the Supplemented Prospectus shall be supplemented by the following:

"The unaudited consolidated financial data of LANXESS AG as of and for the nine-months period ended on 30 September 2021 contained in LANXESS' Quarterly Statement (*Quartalsmitteilung*) for the nine-months period ended on 30 September 2021 on pages 16 to 18 are incorporated by reference into this Prospectus."

- The section "16. LEGAL AND ARBITRATION PROCEEDINGS" on page 157 of the Supplemented Prospectus shall be renumbered as "17. LEGAL AND ARBITRATION PROCEEDINGS " and the following new section shall be inserted:

"16. SUSTAINABILITY INDICES AND RATINGS

In 2021, LANXESS took first place in the "Chemicals" category of the Dow Jones Sustainability Index (DJSI) Europe. In the DJSI World, LANXESS came in second place. Particularly good results are achieved in the areas of product stewardship, management of water-related risks and human rights.

LANXESS' efforts in tackling climate change have again been recognized by international climate protection initiative Carbon Disclosure Project (CDP)¹. In the evaluation published in December 2020, LANXESS is once more listed in the "Climate A List" as one of 270 companies worldwide, placing it among the top 5 percent out of around 5,800 enterprises evaluated by CDP.

ISS-ESG has upgraded LANXESS by two notches from C to B- in 2020 and awarding the "prime" status for the first time, placing LANXESS among the top 8 percent of 170 companies listed in the "Chemicals" sector².

In 2021, LANXESS received a rating of AA in the MSCI ESG ratings assessment³.

LANXESS' ESG performance is also recognized by further ESG indices and rating providers such as Bloomberg Gender-Equality Index, EcoVadis, FTSE4Good, Sustainalytics and Vigeo Eiris."

- The paragraph under the heading "17. SIGNIFICANT CHANGES" on page 157 of the Supplemented Prospectus shall be renumbered as "18. SIGNIFICANT CHANGES" and replaced by the following:

"There has been no significant change in the financial position of LANXESS since 30 September 2021 and there has not been any significant change in the financial performance of LANXESS since 30 September 2021, the end of the last financial period for which financial information has been published, to the date of the Prospectus."

¹ CDP is a non-profit organization which runs a global environmental disclosure system. Several thousand companies disclose information in CDP's climate questionnaire on an annual basis. CDP runs a scoring and recognizes the best performing companies with showing them on the "Climate A List". In 2020, less than 300 companies were named on the "Climate A List".

² ISS-ESG provides ESG ratings to companies. Companies are rated on a twelve-point scale from A+ to D-. Companies are categorized as "Prime" if they achieve/exceed the sustainability performance requirements (Prime threshold) defined by ISS-ESG for a specific industry (absolute best-in-class approach) in the ESG Corporate Rating.

³ MSCI provides ESG ratings to companies which are designed to measure a company's resilience to long-term, industry material environmental, social and governance risks. MSCI uses a rules-based methodology to identify industry leaders and laggards according to their exposure to ESG risks and how well they manage those risks relative to peers. The MSCI ESG Ratings range from leader (AAA, AA), average (A, BBB, BB) to laggard (B, CCC).

III. Supplemental information pertaining to the section "INCORPORATION BY REFERENCE"

- The list in the section "INCORPORATION BY REFERENCE" on pages 167 to 168 of the Supplemented Prospectus shall be supplemented by the following:

- **"The unaudited consolidated financial data of LANXESS Group for the nine-months period ended on 30 September 2021 consisting of**
 - Statement of Financial Position (page 14 of the Quarterly Statement as of 30 September 2021)
 - Income Statement (page 15 of the Quarterly Statement as of 30 September 2021)
 - Statement of Comprehensive Income (page 15 of the Quarterly Statement as of 30 September 2021)
 - Statement of Changes in Equity (page 16 of the Quarterly Statement as of 30 September 2021)
 - Statement of Cash Flows (page 17 of the Quarterly Statement as of 30 September 2021)

(https://lanxess.com/-/media/Project/Lanxess/Corporate-Internet/Investors/Reporting/2021/2021_Q3_LANXESS-EN_web.pdf)"

NAMES AND ADDRESSES**ISSUER**

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Kennedyplatz 1
50569 Cologne
Germany

FISCAL AND PAYING AGENT

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Germany

ARRANGER

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Mainzer Landstr. 11-17
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