# COMPENSATION REPORT

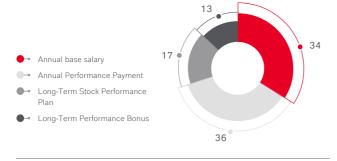
### **Compensation of the Board of Management**

The structure of the compensation system and the level of compensation for the members of the Board of Management are determined by the Supervisory Board, after preparation by the Presidial Committee. The appropriateness of the compensation is regularly reviewed. The criteria for determining the appropriateness of the compensation for an individual Board of Management member include, in particular, his duties, his personal performance, the economic situation, and the success and sustainable growth of the LANXESS Group. Consideration is also given to compensation at comparable companies and the company's overall compensation structure, including as well the ratio between the compensation of the Board of Management and that of LANXESS's senior executives and the rest of the workforce, both overall and in terms of time. The compensation structure is also designed to be competitive in the international market for highly gualified executives and provide the motivation to successfully work toward sustainable corporate development. Two of the three variable components are measured according to corporate performance over several years, and thus set long-term incentives.

The compensation system that was introduced for members of the Board of Management in 2010 was approved by the Annual Stockholders' Meeting of LANXESS AG on May 28, 2010, with a majority of 99.10% of the capital represented.

The components of the compensation for members of the Board of Management are the annual base salary; the short-term and long-term variable components, which are the Annual Performance Payment, the Long-Term Stock Performance Plan and the Long-Term Performance Bonus; and a retirement pension. The three variable components are linked to LANXESS's annual performance and to its corporate success over a number of years. The average compensation mix of 34% annual base salary and 66% variable compensation components, assuming 100% target attainment, is strongly aligned with the company's performance and long-term value creation. The present service contracts for members of the Board of Management set out the annual base salary and caps on the amounts for the variable compensation components. They do not provide for a separate cap on total compensation, even taking into account a possible discretionary bonus.

# Compensation Mix for Members of the Board of Management in %



### Annual base salary

The fixed compensation comprises the annual base salary and compensation in kind, the latter consisting mainly of the tax value of perquisites, such as the use of a company car. The annual base salary of the members of the Board of Management is market-oriented and in line with that paid at other comparable companies. It is paid each month pro-rata as salary.

# Variable compensation

The annual performance-related component of variable compensation is the Annual Performance Payment (APP). It is based on corporate business targets such as attainment of specific targets for EBITDA pre exceptionals. As the importance of ARLANX-EO to the LANXESS Group has diminished and will continue to decline, reference is made here to EBITDA pre exceptionals of New LANXESS, i.e. LANXESS excluding ARLANXEO. In the case of 100% target attainment, the individual APP budget for fiscal year 2017 for Mr. Zachert is 125% and for the other members of the Board of Management 100% of their respective annual base salaries. The target and threshold values applicable to the payment level are set each year by the Supervisory Board before the start of a new fiscal year. There is no payment of a minimum amount. For fiscal year 2017, the maximum payment is capped at 200% of the individual budget in line with the caps applied for non-managerial and managerial staff. If targets are considerably missed, it is possible that there is no APP payment (0%). In addition, the Supervisory Board reserves the right to reduce the APP in the event of serious occupational safety and/or environmental problems.

The Long-Term Stock Performance Plan (LTSP) over several years is another element of variable compensation. This compensation component is based on the performance of LANXESS stock. The LTSP 2014–2017 program set up in 2014 uses the MSCI World Chemicals Index as a reference value. The Dow Jones STOXX 600 Chemicals<sup>SM</sup> serves as a reference index for the LTSP 2010–2013, in place since 2010, from which exercisable rights are still outstanding. The LTSP responds to the call by legislators for a stronger focus on long-term company performance. It is divided into four four-year tranches. The possible payment per tranche is 30% of the individual target income, assuming 100% target attainment. The condition for participation in the LTSP is a prior personal investment each year in LANXESS shares to a value of 5% of the annual base salary. These shares are subject to an average vesting period of five years (LTSP 2010-2013) and four years (LTSP 2014–2017). The rights granted by the LTSP may be exercised at the end of these periods. The exercise period is three years in general, but five years for the 2012 and 2013 tranches.

For more information, particularly regarding the valuation parameters applied, please see Note [15] to the consolidated financial statements. The personnel expenses in fiscal year 2017 for share-based compensation were €935 thousand for Mr. Zachert (previous year: €1,966 thousand), €91 thousand for Dr. Fink (previous year: €293 thousand), €91 thousand for Mr. Pontzen (previous year: €293 thousand) and €441 thousand for Dr. van Roessel (previous year: €879 thousand).

The Long-Term Performance Bonus (LTPB), which is the third variable component, is likewise aligned with long-term corporate performance. It rewards target attainment only after two successive fiscal years. The basis for calculating the LTPB is the individual APP target attainment for the fiscal years in question. The exact amount of the LTPB results from the average individual APP target attainment for the two fiscal years. The LTPB for the Board of Management is set by the Supervisory Board and currently amounts to 45% of fixed annual compensation in the event of average APP target attainment of 100%.

Stephen C. Forsyth, appointed to the Board of Management on June 1, 2017, receives fixed compensation in the context of his one-year fixed term on the Board of Management, as well as the APP as performance-related variable compensation. However, he does not participate in the long-term compensation components LTSP and LTPB.

### **Compensation of the Board of Management**

		Fixed com	pensation	Variab	le compen	sation		Payments from LTSP rights	
	Year	Annual	Compen-	Perfor-	LTPB	Payment	Total cash	Fair	
		base salary	sation	mance	(multi-	for previous	compen-	values	
€ thousand			in kind	bonus4)	year)	years	sation		Total
Matthias Zachert	2017	1,200	73	3,000	1,080 <sup>2)</sup>	(41)4)	5,312	737	6,049
20	2016	1,200	73	2,250	810 <sup>1)</sup>	(82)3)	4,251	1,337	5,588
Dr. Hubert Fink	2017	475	53	1,100	528 <sup>2)</sup>	(13)4)	2,143	246	2,389
	2016	450	53	675	3041)	(7)3)	1,475	446	1,921
Mishaal Dagtaan	2017	525	47	1,100	528 <sup>2)</sup>	(13)4)	2,187	246	2,433
Michael Pontzen	2016	450	44	675	3041)	(20)3)	1,453	446	1,899
De Deinieure De essel	2017	650	51	1,300	585 <sup>2)</sup>	<b>(19)</b> <sup>4)</sup>	2,567	355	2,922
Dr. Rainier van Roessel	2016	650	50	975	439 <sup>1)</sup>	(38)3)	2,076	368	2,444
Stephen C. Forsyth	2017	263	_	525	-	_	788	-	788
(appointed June 1, 2017)	2016	_		-	-	_	-		-
Tatal	2017	3,113	224	7,025	2,721	(86)	12,997	1,584	14,581
Total	2016	2,750	220	4,575	1,857	(147)	9,255	2,597	11,852

1) Payment of 50% each in 2017 and 2018 2) Payment of 50% each in 2018 and 2019 3) Payment in 2016 and 2017, respectively 4) Payment in 2017 and 2018, respectively

The aggregate compensation for the Board of Management was €14,581 thousand (previous year: €11,852 thousand), comprising €3,337 thousand (previous year: €2,970 thousand) in non-performance-related components, €9,660 thousand (previous year: €6,285 thousand) in performance-related components and €1,584 thousand (previous year: €2,597 thousand) in components with a long-term incentive effect. In the context of the LTSP, a total of 1,740,000 rights were granted to the members of the Board of Management for 2017. In the previous year, a total of 1,740,000 rights were granted for 2016 and an additional 1,350,000 rights each for 2012 and 2013. Regarding the fair value per right of the individual tranches on the reporting date, please see Note [15] to the consolidated financial statements.

### **Retirement pensions**

On termination of their service contracts, the members of the Board of Management receive benefits under the company pension plan. These benefits are paid when the beneficiary reaches the age of 60 or 62 or if the beneficiary is permanently unable to work. They are paid to surviving dependents in the event of the beneficiary's death.

The pension plan for the members of the Board of Management is a defined contribution plan stipulating a basic contribution to be made by the company equal to 25% of the annual base salary and APP. The maximum amount taken into account for calculating the APP contribution is that due on 100% target attainment, irrespective of the actual target attainment. Moreover, the members of the Board of Management must themselves pay an amount from deferred compensation amounting to 12.5% of the APP. The members of the Board of Management may increase their personal contribution to up to 25% of the APP. From the date of entitlement, up to 30% of the accumulated capital - including the interest thereon - may be converted to a pension benefit. There are claims arising from provisions in place before 2006 that are granted as vested rights to individual members of the Board of Management. If the service contract ends before the beneficiary reaches the age of 60 or 62, the company pays certain additional benefits up to a defined ceiling.

LANXESS has established provisions for the future claims of Board of Management members. The service costs recognized under IFRS accounting rules for this purpose, the net expense recognized under HGB accounting rules for this purpose and the

### **Pension Claims**

aims of present value of the obligations under IFRS and HGB accounting gnized rules can be found in the following table for the Board of Managepense ment members serving as of December 31, 2017:

		IFRS			HGB		
	Year	Service Costs	Present Value of the Obligations	Net Expense for Pension Entitlements	Present Value of the Obligations		
€thousand							
Matthias Zachert	2017	775	5,613	1,080	4,106		
	2016	659	4,522	789	3,026		
	2017	309	3,626	550	2,666		
Dr. Hubert Fink	2016	142	3,162	189	2,116		
	2017	268	2,108	451	1,423		
Michael Pontzen	2016	228	1,607	170	972		
De Deinierung Denseel	2017	157	7,030	504	6,082		
Dr. Rainier van Roessel	2016	144	6,742	237	5,577		
Stephen C. Forsyth	2017	0	0	0	0		
(appointed June 1, 2017)	2016	0	0	0	0		
Tetel	2017	1,509	18,377	2,585	14,277		
Total	2016	1,173	16,033	1,385	11,691		

As of December 31, 2017, obligations to former members of the Board of Management totaled  $\in$ 34,828 thousand (previous year:  $\in$ 34,497 thousand) under IFRS accounting rules and  $\in$ 27,772 thousand (previous year:  $\in$ 26,041 thousand) under HGB accounting rules.

# Benefits associated with and following termination of service on the Board of Management

The members of the Board of Management have indemnification rights should their service contracts be terminated for defined reasons at the instigation of the company or in the event of a material change of control over the company. The terms depend on the respective circumstances and include severance payments amounting to up to twice the annual base salary or, in the event of a change of control, three times the annual base salary, plus the APP and LTPB assuming 100% target achievement and compensation pro rata temporis of LTSP rights. On the basis of agreements existing with Dr. Fink and Mr. Pontzen, the calculation of severance payments to be made in the event of early termination of their service contracts does not include the LTPB and LTSP variable compensation components.

No additional benefits have been pledged to any member of the Board of Management in the event of termination of their service. Payments totaling  $\in$ 473 thousand (previous year:  $\in$ 1,244 thousand) were made to former members of the Board of Management in fiscal year 2017.

# Other

In the past fiscal year, no member of the Board of Management received substantial benefits or assurances of benefits from third parties in respect of their duties as members of the Board of Management.

No loans were granted to members of the Board of Management in fiscal year 2017.

# Individual compensation in line with the recommendations of the German Corporate Governance Code

The following tables list the compensation, additional benefits and allocations (payments) for 2016 and 2017, in line with the recommendations of the German Corporate Governance Code. The variable compensation components differ depending on the reference period. The amounts of compensation shown also include the maximum and minimum attainable compensation.

# **Compensation Granted**

	Matthias Zachert Chairman of the Board of Management				Dr. Hubert Fink Member of the Board of Management			
€thousand	Target value 2016	Target value 2017	2017 (min.)	2017 (max.)	Target value 2016	Target value 2017	2017 (min.)	2017 (max.)
Annual base salary	1,200	1,200	1,200	1,200	450	475	475	475
Compensation in kind	73	73	73	73	53	53	53	53
Total	1,273	1,273	1,273	1,273	503	528	528	528
Annual Performance Payment (APP)	1,500	1,500	0	3,000	450	550	0	1,100
Multi-year variable compensation	1,876	1,277	0	2,700	649	517	0	1,068
LTPB (tranche 2016–2017)	540	-	-	-	203	23	-	33
LTPB (tranche 2017–2018)		540	0	1,080		248	0	495
LTSP 2010–2013 (tranche 2012)	356		-	-	119	_	-	_
LTSP 2010–2013 (tranche 2013)	243		-	-	81	_	-	_
LTSP 2014–2017 (tranche 2016)	737		_	-	246		_	_
LTSP 2014–2017 (tranche 2017)	_	737	0	1,620		246	0	540
Total	4,649	4,050	1,273	6,973	1,602	1,595	528	2,696
Service cost	659	775	775	775	142	309	309	309
Total compensation	5,308	4,825	2,048	7,748	1,744	1,904	837	3,005

# **Compensation Granted**

	Michael Pontzen Chief Financial Officer				Me	Dr. Rainier van Roessel Member of the Board of Management			
€thousand	Target value 2016	Target value 2017	2017 (min.)	2017 (max.)	Target value 2016	Target value 2017	2017 (min.)	2017 (max.)	
Annual base salary	450	525	525	525	650	650	650	650	
Compensation in kind	44	47	47	47	50	51	51	51	
Total	494	572	572	572	700	701	701	701	
Annual Performance Payment (APP)	450	550	0	1,100	650	650	0	1,300	
Multi-year variable compensation	649	517	0	1,068	661	648	0	1,365	
LTPB (tranche 2016–2017)	203	23	-	33	293		-	-	
LTPB (tranche 2017–2018)		248	0	495		293	0	585	
LTSP 2010–2013 (tranche 2012)	119	-	-	-	3	-	-	-	
LTSP 2010–2013 (tranche 2013)	81		-	-	10		-	-	
LTSP 2014–2017 (tranche 2016)	246		-	-	355		-	-	
LTSP 2014–2017 (tranche 2017)		246	0	540		355	0	780	
Total	1,593	1,639	572	2,740	2,011	1,999	701	3,366	
Service cost	228	268	268	268	144	157	157	157	
Total compensation	1,821	1,907	840	3,008	2,155	2,156	858	3,523	

# **Compensation Granted**

	Stephen C. Forsyth Member of the Board of Management Appointed June 1, 2017						
€thousand	Target value 2016	Target value 2017	2017 (min.)	2017 (max.)			
Annual base salary		263	263	263			
Compensation in kind			-	-			
Total	-	263	263	263			
Annual Performance Payment (APP)	-	263	0	525			
Multi-year variable compensation							
LTPB (tranche 2016–2017)			-	-			
LTPB (tranche 2017–2018)			-	-			
LTSP 2010–2013 (tranche 2012)			-	-			
LTSP 2010–2013 (tranche 2013)	-	-	-	-			
LTSP 2014–2017 (tranche 2016)	_	-	-	-			
LTSP 2014–2017 (tranche 2017)	_	-	-	-			
Total	_	526	263	788			
Service cost			-				
Total compensation	-	526	263	788			

### Allocations

	Matthias Zache	Matthias Zachert			
	Chairman of the Board of I	Chairman of the Board of Management			
E thousand	2016	2017	2016	2017	
Annual base salary	1,200	1,200	450	475	
Compensation in kind	73	73	53	53	
Total	1,273	1,273	503	528	
Annual Performance Payment (APP)	2,190	2,970	670	1,091	
Multi-year variable compensation	788	935	188	429	
LTPB (tranche 2014–2015)	(11)		(1)		
LTPB (tranche 2015–2016)	799	(5)	189	(2)	
LTPB (tranche 2016–2017)		940		431	
LTSP 2010–2013	_	-	-	-	
LTSP 2014–2017		-	-	-	
Total	4,251	5,178	1,361	2,048	
Service cost	659	775	142	309	
Total compensation	4,910	5,953	1,503	2,357	

# Allocations

	Michael Pontz Chief Financial O	Dr. Rainier van Roessel Member of the Board of Management		
€ thousand	2016	2017	2016	2017
Annual base salary	450	525	650	650
Compensation in kind	44	47	50	51
Total	494	572	700	701
Annual Performance Payment (APP)	661	1,091	949	1,287
Multi-year variable compensation	260	429	427	506
LTPB (tranche 2014–2015)	(3)		(6)	
LTPB (tranche 2015–2016)	263	(2)	433	(3)
LTPB (tranche 2016–2017)		431		509
LTSP 2010–2013	_	-	-	_
LTSP 2014–2017	_	-	-	_
Total	1,415	2,092	2,076	2,494
Service cost	228	268	144	157
Total compensation	1,643	2,360	2,220	2,651

### Allocations

	Stephen C. Forsyth Member of the Board of Management Appointed June 1, 2017				
€thousand	2016	2017			
Annual base salary		263			
Compensation in kind	_	-			
Total	_	263			
Annual Performance Payment (APP)		525			
Multi-year variable compensation	-	-			
LTPB (tranche 2014–2015)	_	-			
LTPB (tranche 2015–2016)	_	-			
LTPB (tranche 2016–2017)					
LTSP 2010–2013	_	_			
LTSP 2014–2017		-			
Total	-	788			
Service cost	_	_			
Total compensation	-	788			

## **Compensation of the Supervisory Board**

The compensation of the Supervisory Board is governed by Section 12 of the company's articles of association. The members of the Supervisory Board of LANXESS AG receive fixed compensation of  $\in$ 80 thousand per year. The Chairman of the Supervisory Board receives three times, and the Vice Chairman one and a half times, this amount. Serving as the chair or a member of Supervisory Board committees is compensated separately in accordance with the German Corporate Governance Code. Supervisory Board members who belong to a committee receive one half of the fixed compensation amount in addition. The chair of the Audit Committee receives a further half. Supervisory Board members who chair a committee other than the Audit Committee receive a further quarter. However, no member may receive in total more than three times the fixed compensation amount.

Supervisory Board members are reimbursed for their expenses in addition and also receive an attendance allowance of  $\in$ 1.5 thousand for each Supervisory Board meeting and each committee meeting they attend, with the exception of meetings of the Committee formed pursuant to Section 27, Paragraph 3, of the German Codetermination Act and meetings of the Nominations Committee. With respect to their membership on the supervisory Board of LANXESS Group companies, the members of the Supervisory Board are remunerated only for their service on the Supervisory Board of LANXESS Deutschland GmbH in the amount of €5 thousand each.

The Supervisory Board members also receive a long-term incentive based on the company's performance during the standard term of an individual's membership on the Supervisory Board (five years). Unlike the fixed compensation component, this variable compensation component is not paid every year, but only once at the end of the standard term of office. If a Supervisory Board member serves a shorter term, the amount is prorated.

Payment of the variable compensation depends on how LANXESS's stock performs relative to the Dow Jones STOXX 600 Chemicals<sup>SM</sup> during a member's five-year term. The average price of LANXESS stock and the average level of the index during the 90 trading days prior to the Annual Stockholders' Meeting at which the Supervisory Board members were elected are each compared with the respective average for the 90 trading days prior to the Annual Stockholders' Meeting at the conclusion of which the members' terms end. The variable compensation is only payable if the stock has outperformed the benchmark index. The exact amount of the variable compensation depends on the extent to which the stock price outperformed the benchmark index in the preceding five years. If LANXESS stock has outperformed the Dow Jones STOXX 600 Chemicals<sup>SM</sup> by up to ten percentage points, the variable compensation amounts to €50 thousand for this five-year period; if it has outperformed the index by between 10 and 20 percentage points, €100 thousand is paid, and if the degree of outperformance is greater than this, the compensation is €150 thousand.

No variable compensation was paid out in fiscal year 2017.

The expected compensation payable for the current terms of office of Supervisory Board members was valued at €950 thousand (previous year: €600 thousand) as of December 31, 2017, and recognized as a provision.

None of the members of the Supervisory Board received benefits for services provided personally during the reporting period. No loans or advances were granted to members of the Supervisory Board during the reporting year.

The following table breaks down the compensation received by each member of the Supervisory Board for their work on the Supervisory Board.

# Compensation of the Supervisory Board

€¹)	Year	Fixed compensation LANXESS AG	Compensation as committee member LANXESS AG	Attendance allowance	<b>Fixed</b> compensation LANXESS Deutschland GmbH	Total
Dr. Rolf Stomberg,	2017	240,000	02)	16,500	5,000	261,500
Chairman	2016	240,000	02)	18,000	5,000	263,000
Ralf Sikorski,	2017	120,000	40,000	16,500	5,000	181,500
Vice Chairman	2016	103,388	40,000	18,000	5,000	166,388
Gisela Seidel	2017			-	-	-
(resigned May 31, 2016)	2016	49,836	16,612	7,500	2,077	76,025
Werner Czaplik	2017	80,000	40,000	15,000	5,000	140,000
	2016	80,000	40,000	16,500	5,000	141,500
	2017	80,000	40,000	15,000	5,000	140,000
Dr. Hans-Dieter Gerriets	2016	80,000	40,000	16,500	5,000	141,500
Dr. Heike Hanagarth	2017	80,000	-	9,000	5,000	94,000
(appointed July 1, 2016)	2016	40,219		6,000	2,514	48,733
Dr. Friedrich Janssen	2017	80,000	80,000	13,500	5,000	178,500
	2016	80,000	80,000	16,500	5,000	181,500
	2017	80,000	40,000	15,000	5,000	140,000
Thomas Meiers	2016	80,000	40,000	16,500	5,000	141,500
Claudia Nemat	2017			_		-
(resigned June 30, 2016)	2016	39,781	19,891	4,500	2,486	66,658
	2017	80,000	40,000	13,500	5,000	138,500
Lawrence A. Rosen	2016	80,000	40,000	13,500	5,000	138,500
	2017	80,000	40,000	16,500	5,000	141,500
Manuela Strauch	2016	80,000	40,000	13,500	5,000	138,500
Ifraim Tairi	2017	80,000	40,000	16,500	5,000	141,500
(appointed July 1, 2016)	2016	46,776	15,847	9,000	2,924	74,547
	2017	80,000	80,000	22,500	5,000	187,500
Theo H. Walthie	2016	80,000	55,847	19,500	5,000	160,347
	2017	80,000	40,000	13,500	5,000	138,500
Dr. Matthias L. Wolfgruber	2016	80,000	40,000	15,000	5,000	140,000
	2017	1,160,000	480,000	183,000	60,000	1,883,000
Total	2016	1,160,000	468,197	190,500	60,001	1,878,698

1) Figures exclude value-added tax 2) Paid through fixed compensation as per Section 12, Paragraph 2, of the articles of association