

**LANXESS Aktiengesellschaft  
Annual Stockholders' Meeting on 13 May 2015**

**Information regarding the requirements for participation in the Annual  
Stockholders' Meeting and execution of voting rights and proxy procedure**

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

Stockholders are entitled to attend the Annual Stockholders' Meeting and to exercise 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, no later than on or before Wednesday, 6 May 2015 (24:00 hours CEST). The verification of stock ownership must refer to the beginning of the 21st day before the Annual Stockholders' Meeting, i.e. Wednesday 22 April 2015, 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 Wednesday, 6 May 2015 (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: [wp.hv@db-is.com](mailto: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.

## **2. 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 (8) and (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 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 email address [hv2015@lanxess.com](mailto:hv2015@lanxess.com).

If a bank or any other similar institution or enterprise (Sections 135 (10), 125 (5) AktG) or a stockholders' association or a person defined in Section 135 (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 is offering 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 shall 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 Tuesday, 12 May 2015, 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: hv2015@lanxess.com

Company-nominated proxies may also be authorized and instructed via 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 for the proxies designated by the company issued via the Internet must be issued in full by Tuesday, 12 May 2015, 18:00 hours (CEST) at the latest; up until this time, it is also possible to cancel authorizations or make changes to instructions 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.