



**Articles of Association of LANXESS Aktiengesellschaft
- as at May 2014 -**

**Article I
General Terms**

**§ 1
Name and Registered Office**

- (1) The name of the Company is LANXESS Aktiengesellschaft.
- (2) Its registered office is located in Cologne.

**§ 2
Purpose of the Company**

- (1) The purpose of the Company is manufacturing, distribution, other industrial activities and the provision of services in the chemical and polymer fields.
- (2) The Company is authorised to engage in all business which is related to or which directly or indirectly serves its purpose.
- (3) The Company may establish, acquire and take participating interests in other companies, in particular those whose purposes fully or partially cover the areas set out in subparagraph (1). It may bring companies in which it holds a participating interest under its uniform control or confine itself to the administration thereof. It may transfer its operations in full or in part to newly established or existing affiliated companies.

**§ 3
Fiscal Year, Notices, Place of Jurisdiction, Information**

- (1) The fiscal year shall be the calendar year.

- (2) Notices of the Company shall be published in the Gazette of the Federal Republic of Germany (*Bundesanzeiger*).
- (3) The place of jurisdiction for all disputes between the Company and its stockholders shall be the location of the Company's registered office. Foreign courts shall have no jurisdiction with respect to such disputes.
- (4) Subject to the statutory requirements being fulfilled, information to the holders of registered Company securities can also be transmitted by remote data transmission.

Article II
Capital Stock and Shares

§ 4
Capital Stock

- (1) The capital stock amounts to 91,522,936.00 euros and is divided into 91,522,936 bearer shares (no-par shares).
- (2) 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.

- (3) The Board of Management will be authorized to increase the capital stock by 27 May 2015 with the Supervisory Board's approval by issuing new no-par value bearer shares against cash contributions or contributions in kind once or repeatedly up to EUR 8,320,268.00 in total (authorized capital II). 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 to grant the holders of warrants and convertible bonds issued by the Company or by its direct or indirect affiliated companies a subscription right to new no-par value bearer shares to the extent they would be entitled to upon exercising the 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, or other assets, including rights and receivables or as part of mergers. The Stockholders' 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), which have been issued by the Company or by its direct or indirect affiliated companies, new no-par value bearer shares if the conversion or option right is exercised or if the conversion 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 regarding the initial exploitation of the authorized capital 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 relevant for the 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 right 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.

- (4) The capital stock shall be increased on a contingent basis by up to EURO 16,640,534.00, divided into up to 16,640,534 bearer-denominated no par-value shares (contingent capital). The contingent capital increase shall be implemented only to the extent that the holders or creditors of option or conversion rights or those who are obligated to exercise a conversion/option under warrant bonds and/or convertible bonds, profit participation rights and/or income bonds (or any combination of these instruments) issued or guaranteed until 17 May 2016 by the Company or a dependent group company based on the authorization of the Board of Management by the resolution of the Stockholders' Meeting of 18 May 2011 against a cash contribution, exercise their option or conversion rights, or to the extent that they are obligated to exercise a conversion/option, they fulfill their obligation to exercise a conversion/option, or to the extent that the Company exercises an option to grant shares in the Company in whole or in part instead of the payment of the due cash amount. The contingent capital increase shall not be

implemented if a cash compensation is granted or if the Company's own shares, shares out of the authorized capital or shares of another listed company are used for the purpose. The new shares shall be issued at the respective option or conversion price to be determined in accordance with the conditions of the authorization resolution referred to above. The new shares shall participate in the profit starting with the beginning of the fiscal year in which they are created. The Board of Management shall be authorized, with the Supervisory Board's approval, to specify the further details for the purpose of executing the contingent capital increase.

- (5) In the event of a capital increase, the profit participation of the new shares may be set otherwise than as specified in § 60 of the German Stock Corporation Act (*Aktiengesetz*).

§ 5 Shares

- (1) Stockholders shall not be entitled to share certificates.
- (2) The Board of Management shall have the right to decide on the issuance of share certificates and any related details.

Article III Constitution

A. The Board of Management

§ 6 Composition, Rules of Procedure

- (1) The Board of Management shall consist of at least two members. Over and above this, the number of members of the Board of Management shall otherwise be determined by the Supervisory Board. The Supervisory Board may appoint one member of the Board of Management to be Chairman of the Board of Management and one member of the Board of Management to be Vice Chairman of the Board of Management. Alternate members of the Board of Management may be appointed.
- (2) The Board of Management may, by unanimous resolution, decide on its own Rules of Procedure if these have not been issued for the Board of Management by the Supervisory Board.

§ 7

Power of Representation

The Company shall be legally represented by two members of the Board of Management or by one member of the Board of Management jointly with one holder of a general commercial power of attorney (*Prokurist*).

B. Supervisory Board

§ 8

Composition, Election, Term of Office

- (1) The Supervisory Board consists of twelve members. Six members will be elected by the Annual Stockholders' Meeting in accordance with the provisions of the German Stock Corporation Act (AktG), six by the employees in accordance with the Codetermination Act of 4 May 1976 (MitbestG).
- (2) The members of the Supervisory Board shall be elected for a term ending with the end of the Stockholders' Meeting which resolves on the ratification of actions of the Supervisory Board in the fourth fiscal year after commencement of their terms of office. The fiscal year in which the terms of office begin shall not be counted. The Stockholders' Meeting may at the time of appointment provide for a shorter term of office.
- (3) The Stockholders' Meeting may, at the same time as it elects the members of the Supervisory Board, elect one or more substitute members. The substitute members shall replace members who have ceased to be members of the Supervisory Board for the remainder of their terms of office. The election of substitute members for the employee representatives on the Supervisory Board shall take place in accordance with the provisions of the German Co-Determination Act (*Mitbestimmungsgesetz*).
- (4) Should a member of the Supervisory Board elected by the Stockholders' Meeting retire from the Supervisory Board before the end of his term of office and should no elected substitute member be available, an election shall be held to appoint a successor prematurely for the remainder of the term of office of the member who has prematurely retired from the Supervisory Board, unless the successor is specifically elected for a shorter term.
- (5) Members of the Supervisory Board may resign at any time by giving two weeks' written notice to the Chairman of the Supervisory Board or the Board of Management. The dismissal of a member of the Supervisory Board

elected by the stockholders shall require a majority of at least three-quarters of the votes cast.

§ 9

Chairman and Vice Chairman

- (1) The Supervisory Board shall elect a Chairman and a Vice Chairman from among its members. The election shall take place in accordance with the provisions of the German Co-Determination Act (*Mitbestimmungsgesetz*).
- (2) Unless a shorter term of office is determined at the time of their election, the Chairman and Vice Chairman of the Supervisory Board shall be elected as Chairman and Vice Chairman for the duration of their membership on the Supervisory Board. The election shall take place at a meeting which, without having to be separately convened, shall be held immediately following the Stockholders' Meeting at which elections to the Supervisory Board are held.
- (3) If the Chairman or Vice Chairman of the Supervisory Board ceases to be a member before the end of his term of office, the Supervisory Board shall elect a successor at its next meeting. If the Chairman of the Supervisory Board prematurely ceases to be a member, Supervisory Board meetings shall be convened by the Vice Chairman.
- (4) The Vice Chairman shall only assume the rights and obligations of the Chairman if the Chairman is unable to attend and those rights and obligations are expressly assigned to the Vice Chairman by law or under these Articles of Association.

§ 10

Convocation of Meetings and Passing of Resolutions

- (1) The Chairman of the Supervisory Board shall convene and chair meetings of the Supervisory Board. The Supervisory Board shall meet twice per calendar half-year. Additional meetings shall be held if required by law or if advisable for business reasons.
- (2) Members of the Board of Management may attend meetings of the Supervisory Board unless the Chairman of the Supervisory Board determines otherwise for any particular reason.
- (3) The Supervisory Board shall be deemed to have a quorum if at least half of the members comprising the Supervisory Board participate in passing the

resolution. A member also participates in passing the resolution if he abstains from voting. Members participating by way of video conference shall be deemed present. Absent members of the Supervisory Board may participate in the passing of a resolution by having other members of the Supervisory Board present a written vote on their behalf. A vote communicated in text form (§ 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)) shall be deemed to be a written vote.

- (4) The Chairman may adjourn the passing of a resolution on a specific item or all items on the agenda for a maximum of four weeks, if there is not an equal number of members elected by the stockholders and members elected by the employees to participate in passing the resolution, or if there is another significant reason for an adjournment. The Chairman may not order a further adjournment.
- (5) At the instigation of the Chairman, the Supervisory Board may also, outside of a meeting, pass a resolution verbally, by telephone, in writing or in text form (§ 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)). There is no right to object to the manner, determined by the Chairman, in which a resolution is passed. Such resolutions shall be confirmed in writing by the Chairman and included in the minutes of the next meeting.
- (6) Resolutions of the Supervisory Board shall be passed by a majority of the votes cast, except where otherwise provided by law. In case of a deadlock, the Chairman shall have a casting vote, if the deadlock persists after a second vote on the same issue. In accordance with sentences 4 and 5 of subparagraph (3), the casting vote may also be given in writing or in text form (§ 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)).
- (7) Minutes of the deliberations and resolutions of the Supervisory Board shall be recorded and filed. The Chairman shall sign the minutes.
- (8) Declarations by the Supervisory Board and its committees shall be made by the Chairman on behalf of the Supervisory Board. Statements vis-à-vis one member of the Supervisory Board shall be deemed statements vis-à-vis the Supervisory Board.
- (9) The Supervisory Board may resolve on those amendments to these Articles of Association relating solely to the form of these Articles of Association.

§ 11

Rules of Procedure and Committees

- (1) The Supervisory Board shall decide on its own Rules of Procedure.
- (2) In addition to the committee pursuant to § 27(3) of the German Co-Determination Act (*Mitbestimmungsgesetz*), the Supervisory Board may establish other committees and appoint members of the Supervisory Board to such committees. The decision-making authority of the Supervisory Board may be assigned to the committees as permitted by law.
- (3) The provisions set out in §10 shall apply similarly to the committees. The committee may elect one of its members to be Chairman if one has not been appointed by the Supervisory Board. Unless the committee is formed pursuant to § 27(3) of the German Co-Determination Act (*Mitbestimmungsgesetz*), in the event of a deadlock on the committee, the Chairman of the committee shall have a casting vote, if the deadlock persists after a second vote on the same issue. The Supervisory Board may further regulate the activities of the committees in its Rules of Procedure.

§ 12

Remuneration of the Supervisory Board

- (1) Each member of the Supervisory Board shall be remunerated for their services. The remuneration consists of fixed and performance-related components.
- (2) Each member of the Supervisory Board shall receive an annual fixed remuneration of EURO 80,000 (the "fixed remuneration"). The Chairman shall receive triple, his deputy one and a half times the fixed remuneration. Members of the Supervisory Board who belong to a committee shall receive in addition one half of the fixed remuneration. The Chairman of the Audit Committee shall receive in addition another half of the fixed remuneration. Members of the Supervisory Board who chair a committee other than the Audit Committee shall receive in addition a quarter of the fixed remuneration. The committee to be set up pursuant to Section 27 Para. 3 Co-Determination Act (*MitbestG*) as well as the Nominations Committee shall not be considered committees in the sense of this Paragraph 2. In the context of the above policy changes, a member of the Supervisory Board shall receive a maximum totaling three times the fixed remuneration. The fixed remuneration shall be payable four weeks after the end of the fiscal year. Members of the Supervisory Board who are on the Supervisory Board or a committee or who

chaired a committee only during part of the fiscal year shall receive a fixed remuneration that is reduced on a prorated basis.

- (3) In addition, each member of the Supervisory Board shall also receive compensation that is based on the long-term performance of the Company (the "variable compensation"), the amount of which depends on how the Company's share price performs compared to the Dow Jones STOXX 600 Chemicals SM Index (the "Index") for the duration of the ordinary mandate of a member of the Supervisory Board specified in Art. 8 paragraph 2 (the "period under review"). If the Company's share price performs at the same level as or worse than the Index, the Supervisory Board members shall receive no variable compensation. In case of a positive deviation of the performance of the Company's share price compared to the performance of the Index in the period under review of up to and including 10 percentage points, the Supervisory Board members shall receive EUR 50,000. In case of a positive deviation of more than 10 percentage points up to and including 20 percentage points, the Supervisory Board members shall receive EUR 100,000, and in case of a positive deviation exceeding 20 percentage points EUR 150,000. The resulting amount shall be paid only once for the period under review and is due four weeks after the end of the period under review.

The comparison shall be based on the average of the closing values of the Index and the volume-weighted average of the Company's share prices in the closing auction of the Xetra trade at the Frankfurt Stock Exchange during the 90 trading days preceding the Annual Stockholders' Meeting, at which the stockholder representatives on the Company's Supervisory Board were elected. These values shall be compared to the average of the closing values of the Index and the volume-weighted average of the Company's share prices in the closing auction of the Xetra trade at the Frankfurt Stock Exchange during the 90 trading days preceding the Annual Stockholders' Meeting, at the end of which the mandate of the Supervisory Board members expires in accordance with Art. 8 paragraph 2.

If a person is not a member of the Supervisory Board for the entire period under review, his/her variable compensation shall be reduced pro rata temporis. Even if the mandate begins after the beginning of the period under review or ends prior to the end of the period under review, the variable compensation shall be calculated based on the average of the closing values of the Index and the volume-weighted average of the Company's share prices, which would have to be used if the mandate had been in effect for the entire period under review. The variable compensation for a member of the Supervisory Board who became a member after the beginning of the period

under review or who left prior to its end, shall be limited to a maximum amount of EUR 30,000 for the year.

Should the Dow Jones STOXX 600 Chemicals SM Index cease to be available, the share index that most closely matches the Dow Jones STOXX 600 Chemicals SM Index in its composition (the "Successor Index") shall be used in its place for the entire period under review. If the Successor Index did not exist in the 90 trading days prior to the period under review, the Successor Index shall be calculated fictitiously for such period, based on its original composition.

The period under review shall begin for the first time with the closing of the Annual Stockholders' Meeting of June 16, 2005.

- (4) Each member of the Supervisory Board and its committees shall receive a meeting attendance fee of EURO 1,500 for each Supervisory Board meeting and committee meeting in which he participates. The committee to be set up pursuant to Section 27 Para. 3 MitbestG and the Nominating Committee shall not be considered committees in the sense of this Paragraph 4. The attendance fees due to the respective members of the Supervisory Board in a fiscal year shall be due together with the fixed remuneration payable for the fiscal year..
- (5) All compensation set forth in paragraphs (2) to (4) are subject to the addition of sales tax in the amount owed by law by the Supervisory Board members.
- (6) The Company shall reimburse the members of the Supervisory Board for any out-of-pocket expenses incurred in connection with the exercise of their office, including any sales tax accrued on such reimbursement.
- (7) The Company may take out liability insurance for the benefit of the members of the Supervisory Board to cover any legal liability arising from their activity on the Supervisory Board.

C. The Stockholders' Meeting

§ 13

Venue of the Stockholders' Meeting

The Stockholders' Meeting shall take place at the Company's registered office or in a German city with more than 100,000 inhabitants.

§ 14

Notice of the Stockholders' Meeting

Unless other persons are entitled to do so by virtue of law, Annual Stockholders' Meetings shall be convened by the Board of Management. Such convening shall be announced in the Federal Gazette no later than thirty-six days prior to the date of the Meeting.

§ 15

Right to Attend

- (1) Only Stockholders who have registered with the Company in text form, in German or in English, shall be eligible to attend the Annual Stockholders' Meeting and to exercising their voting rights. Such registration must be received by the Company at the address specified for such purpose in the invitation no later than six days prior to the Annual Stockholders' Meeting, not including the day of receipt.
- (2) In addition, Stockholders shall demonstrate their eligibility to attend the Annual Stockholders' Meeting and to exercise their voting right, by way of verification of their stock ownership by the depository bank or financial services institution, making reference to the start of the twenty-first day prior to the Meeting. Such evidence shall be provided in text form in German or English. It must be received by the Company at the address specified for such purpose in the invitation no later than six days prior to the Annual Stockholders' Meeting, not including the day of receipt.
- (3) Voting rights may be exercised by proxy. Issue or revocation of such proxy as well as evidence of authorization shall be provided to the company in text form (Section 126b of the German Civil Code (BGB)). The invitation to the Annual Stockholders' Meeting may provide for a relaxation of the text form requirement. Section 135 shall not be affected.
- (4) The Board of Management shall be authorized to provide that Stockholders may participate in an Annual Stockholders' Meeting without being present on site and without proxy and that they may exercise all or some of their rights as a whole or in part by way of electronic communication (online participation). The Board of Management may stipulate the details scope and procedure of such online participation.

- (5) The Board of Management shall be authorized to provide that Stockholders may cast their vote without participating in the Meeting, in writing or way of electronic communication (postal vote). The Board of Management may stipulate the details of such postal vote procedure.

§ 16

Conduct of the Stockholders' Meeting

- (1) The Stockholders' Meeting shall be chaired by the Chairman of the Supervisory Board or, if he is prevented from attending, by another member of Supervisory Board representing the stockholders, to be designated by the Chairman. In the event that neither the Chairman nor a member of the Supervisory Board designated by him is to chair the Meeting, the stockholder representatives in attendance shall, by simple majority of the votes cast, elect a person to chair the Meeting.
- (2) The person chairing the Meeting shall preside over the discussions and determine the order of the agenda items and the speakers, as well as the manner and form of voting. The result of a vote may also be ascertained by deducting the number of yes- or no-votes and the abstentions from the total number of votes held by those entitled to vote.
- (3) The Board of Management shall be authorized to permit audio and/or video broadcast of all or part of the Annual Stockholders' Meeting in a way to be specified by the Board of Management.
- (4) The chairman may reasonably restrict, in terms of time, the right of stockholders to put questions and speak; specifically, he may, at the beginning or in the course of the Meeting, where appropriate, limit the time for questions or speeches of individual stockholders or all stockholders on individual or all items on the agenda, and, where permitted by law for the orderly conduct of the Annual Stockholders' Meeting, order the end of the debate.

§ 17

Resolutions

- (1) Each share carries the right to one vote at the Stockholders' Meeting.
- (2) Unless otherwise provided by the Articles of Association or required by law, resolutions of the Stockholders' Meeting shall be passed by simple majority of

the votes cast and, where a capital majority is also required, with a simple majority of the capital stock represented when the vote is taken.

Article IV
Annual Financial Statements and Distribution of Profits

§ 18
Annual Financial Statements

- (1) The Board of Management shall prepare the annual financial statements, management report, consolidated financial statements and consolidated management report for the preceding fiscal year within the statutory deadlines and submit them immediately after their preparation to the Supervisory Board and to the auditors. At the same time, the Board of Management shall submit to the Supervisory Board a proposal for distribution of the balance sheet profit.
- (2) The annual financial statements and consolidated financial statements shall be prepared in accordance with statutory provisions and accepted accounting principles.
- (3) When approving the annual financial statements, the Board of Management and the Supervisory Board shall be authorized to allocate the net income remaining after deduction of the amounts to be allocated to the statutory reserve, plus any loss carry-forward, in whole or in part, to other retained earnings. Allocation of an amount greater than one-half of the net income for the year shall not be permissible if as a result of such allocation the other retained earnings would exceed one-half of the capital stock.

§ 19
Distribution of Balance Sheet Profit

- (1) The Stockholders' Meeting shall resolve annually, during the first eight months of the fiscal year, on the ratification of actions taken by the members of the Board of Management and the Supervisory Board, on the distribution of the balance sheet profit and on the appointment of auditors (Annual Stockholders' Meeting).
- (2) The balance sheet profit shall be distributed equally among the stockholders, unless the Stockholders' Meeting resolves to use it in some other manner.

- (3) The Stockholders' Meeting may resolve to distribute the entire or part of the balance sheet profit to the stockholders by way of distribution in kind.