

**LANXESS Aktiengesellschaft
Annual Stockholders' Meeting on 23 May 2019**

**Explanations on the Rights of Stockholders
pursuant to Section 122 Para. 2, Section 126 Para. 1, Section 127, Section 131
Para. 1 German Stock Corporation Act (hereafter AktG)**

**1. 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 prorated amount of EUR 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 sent in writing to the Company's Board of Management. We request that proposals are sent to the following address:

To the Board of Management of
LANXESS Aktiengesellschaft
Legal & Compliance Department
Kennedyplatz 1
50569 Cologne

It must be received by the Company no later than 30 days prior to the Meeting, whereby the day of receipt and the day of the Annual Stockholders' Meeting are excluded. The last possible date of receipt is therefore Monday, April 22, 2019, 24:00 hours (CEST). Any motions for amendments received after such day shall not be considered.

A motion for amendments will only be considered if the applicants prove that they have owned the aforementioned minimum number of shares for no less than 90 days prior to the request being received, and that they have held the minimum shareholding up until and including the decision of the Board of Management on the motion for amendments. For this purpose, a confirmation issued by the custodian bank is considered sufficient evidence. Section 121 Para. 7 AktG shall apply mutatis mutandis to the calculation of the time period. The day of receipt of the motion shall not be included in the calculation. A rescheduling from a Sunday, a Saturday or a public holiday to a preceding or subsequent business day shall not take place. Sections 187 to 193 of the German Civil Code (BGB) shall not apply accordingly. Section 70 AktG

must be complied with in calculating the minimum duration of ownership. Under the circumstances specified therein, economic ownership shall be deemed equal to legal ownership.

Agenda amendments to be announced will be published – if not already done so by way of the notice of the Annual Stockholders' Meeting – immediately upon receipt of the request in the Federal Gazette and forwarded to media deemed capable of publishing the information throughout the European Union. In addition, the amendments will be announced at *asm.lanxess.com* and conveyed to the Stockholders in accordance with Section 125 Para. 1 Sentence 3 AktG.

2. Motions and voting nominations by Stockholders in accordance with Section 126 Para. 1 and Section 127 AktG

Countermotions which include reasons against a proposal by the Board of Management and/or the Supervisory Board regarding a particular agenda item and proposals from Stockholders on the appointment of annual auditors are to be sent to the following address exclusively. Countermotions and nominations sent to another addresses will not be considered.

LANXESS Aktiengesellschaft
Legal & Compliance Department
Kennedyplatz 1
50569 Cologne

Fax: +49 (0)221 8885-4806
email: hv2019@lanxess.com

Countermotions and appointment proposals received at the latest 14 days before the Annual Stockholders' Meeting (not counting the date of receipt and the day of the Annual Stockholders' Meeting, i.e. by Wednesday, May 8, 2019, 24:00 hours (CEST)) at the aforementioned address with evidence of qualification as a Stockholder will, insofar as these are to be made available to the other Stockholders, be published immediately on the Internet at *asm.lanxess.com*. Any potential position statements by the administration will also be published at the stated Internet address.

The Company need not publicize a counter-motion and its justification if

1. the Board of Management would by way of such communication commit a criminal offence;
2. the counter-motion would lead to a resolution at the Annual Stockholders' Meeting that would be illegal or violate the articles;
3. the justification contains statements that are clearly false or misleading or if they are defamatory;
4. a counter-motion from the Stockholder based on the same facts was already

communicated at the Stockholders' Meeting in accordance with Section 125 AktG;

5. the same counter-motion of the Stockholder based on essentially the same justification has already been communicated within the last five years at a minimum of two Stockholders' Meetings in accordance with Section 125 AktG and at the Stockholders' Meeting less than one-twentieth of the share capital represented voted in favor of the motion;
6. the Stockholder indicates that he/she will neither attend nor be represented at the Annual Stockholders' Meeting; or
7. within the last two years at two Annual Stockholders' Meetings the Stockholder has failed to make a counter-motion or have a counter-motion made on his/her behalf.

Justifications for counter-motions do not need to be publicized if they exceed 5,000 characters.

For circumstances under which motions and nominations do not need to be made available the above applies correspondingly. Election proposals do not need to be accompanied by a justification. Election proposals of stockholders for the election of annual auditors do not need to be made available if they do not include the name, the current occupation and the place of residence of a proposed person, or if they do not include with regard to a proposed auditing firm name and seat of such firm.

If several Stockholders make counter-motions for resolutions on the same matter, or if they make the same nominations, the Board of Management can combine the counter-motions or nominations and their respective justifications.

3. Stockholders' Right to information in accordance with Section 131 Para. 1 AktG

Upon request, each Stockholder shall be provided by the Board of Management during the Annual Stockholders' Meeting with information about matters concerning the Company, including its legal and business relationships with affiliated enterprises and the financial situation of the group and the enterprises included in the consolidated financial statements if this information is required for a proper assessment of an agenda item. Such information shall be provided in accordance with the principles of diligent and truthful reporting.

The chairperson of the Annual Stockholders' Meeting may, pursuant to Section 16 Para. 4 of the Company's articles, reasonably restrict, in terms of time, the right of Stockholders to put questions and speak. 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.

The Board of Management may refuse to provide information

1. if provision thereof would, according to good business judgment, likely be very detrimental to the Company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of individual taxes;
3. on the difference between the value at which items are shown in the annual balance and a higher value of these items;
4. on the accounting and valuation methods as far as disclosure of such methods in the appendix suffices to provide a clear representation of the Company's actual position regarding assets, finances and profitability within the meaning of Section 264 Para. 2 of the German Commercial Code (Handelsgesetzbuch);
5. if provision thereof would make the Board of Management criminally liable;
6. if the information on the Company's homepage is available for at least seven consecutive days prior to the Stockholders' Meeting and in the Stockholders' Meeting.

For other reasons information may not be denied.

If a Stockholder in his/her capacity as a Stockholder is given information outside the Annual Stockholders' Meeting, this information shall be provided to any other Stockholder upon request at the Annual Stockholders' Meeting, even if this information is not necessary for a proper evaluation of the items on the agenda. In this case the Board of Management may not deny the information in accordance with the foregoing points 1 - 4.

If a Stockholder is denied the information, he/she can request that his/her question and the reason for which the information was denied be included in the minutes of the Annual Stockholders' Meeting.