

Declaration by the Board of Management and the Supervisory Board of LANXESS Aktiengesellschaft pursuant to Article 161 of the German Stock Corporation Act regarding the German Corporate Governance Code

After careful consideration, the Board of Management and the Supervisory Board hereby issue the following declaration:

I. Recommendations

Since the issuance of the last declaration of compliance on 13 December 2012, LANXESS AG has complied with the recommendations of the Government Commission on the German Corporate Governance Code (“Government Commission”) as amended on 15 May 2012, which was published on 15 June 2012 by the Federal Ministry of Justice in the official portion of the electronic version of the Federal Gazette with the exceptions described in the declaration of 13 December 2012 in Section 4.2.3, Paragraph 4, Sentence 1 and Section 5.4.5, Sentence 2. LANXESS AG has and will henceforth comply with the recommendations of the Government Commission as amended on 13 May 2013, which was published on 10 June 2013, with the following exceptions:

Section 4.2.3, Paragraph 2, Sentence 6

The amount of compensation shall be capped, both overall and for variable compensation components.

The current employment contracts for Board of Management members are besides the fixed compensation capped regarding the variable compensation components and the fringe benefits. They do not provide in addition a separate overall cap of the compensation also including a possible discretionary bonus. However, the Supervisory Board will rightfully exercise its discretion regarding a discretionary bonus as shown in the past.

Section 4.2.3, Paragraph 4, Sentence 1

In concluding Management Board contracts, care shall be taken to ensure that payments made to a Management Board member on premature termination of his contract, including fringe benefits, do not exceed the value of two years' compensation (severance pay cap) and compensate no more than the remaining term of the contract.

The employment contracts for Board of Management members limit payments to a Board of Management member on premature termination of his contract, including fringe benefits, to two years' compensation, except in the event of a change of control. However, they do not contain the additional limitation that no more than the remaining term of the contract shall be compensated. The Supervisory Board does not consider it appropriate to base the absolute amount of any severance payment on the date of termination.

Section 5.1.2, Paragraph 2 Sentence 3

An age limit for the members of the Board of Management shall be specified.

The Supervisory Board does not anymore consider an age limit to the members of the Board of Management as appropriate. The ability to successfully manage a company does not necessarily cease when a specific age is reached. It rather may be in the interest of the company to appoint a member of the Board of Management beyond a defined age limit. The Supervisory Board has therefore set aside the initially defined age limit of 65 years for the members of the Board of Management.

Section 5.4.1, Paragraph 2 Sentence 1

The Supervisory Board shall specify concrete objectives regarding its composition which, whilst considering the specifics of the company, take into account the international activities of the company, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of section 5.4.2, an age limit to be specified for the members of the Supervisory Board and diversity.

The Supervisory Board does also not adhere to the rigid age limit for the Supervisory Board members. The age of Supervisory Board members is not a criteria for their qualification and competence. The company does not want to waive longtime experiences. Moreover, the company would restrict itself regarding the appointment of adequate members to the Supervisory Board.

Section 5.4.5, Sentence 2

Members of the Management Board of a listed company shall not accept more than a total of three Supervisory Board mandates in non-group listed

companies or in the supervisory bodies of non-group companies with comparable requirements.

Supervisory Board member Robert J. Koehler, currently Chairman of the Board of Management of SGL Carbon SE, is a member of the supervisory boards of three listed companies outside the SGL Carbon SE Group and holds two supervisory board mandates in a non-listed company outside the SGL Carbon SE Group with comparable requirements. However, we do not believe that this detracts from Mr. Koehler's ability to diligently perform his duties as a member of the LANXESS AG Supervisory Board. Mr. Koehler will resign from the Board of Management of SGL Carbon SE as of 1 January 2014. The recommendation of Section 5.4.5, Sentence 2 will then be observed by LANXESS AG.

II. Suggestions

In addition to its recommendations, the Corporate Governance Code also contains a number of suggestions for efficient, responsible corporate governance compliance which is not required to be disclosed under the statutory provisions. LANXESS currently complies with these suggestions as well, with only a few exceptions.

In accordance with Section 3.10 Sentence 2 of the German Corporate Governance Code, the Board of Management and the Supervisory Board therefore voluntarily issue the following declaration:

Since the issuance of the last declaration of compliance on 13 December 2012, LANXESS AG has complied with the suggestions of the Government Commission as amended on 15 May 2012, which was published on 15 June 2012 by the Federal Ministry of Justice in the official portion of the electronic version of the Federal Gazette, with the following exceptions and will continue to comply the suggestions of the Government Commission as amended on 13 May 2013, which was published on 10 June 2013, with the following exceptions:

Section 2.3.2, Sentence 2, 2nd Half-Sentence

The Management Board shall arrange for the appointment of a representative to exercise shareholders' voting rights in accordance with instructions; this representative should also be reachable during the General Meeting.

The representatives appointed by LANXESS AG to exercise stockholders' voting rights in accordance with instructions can be reached at the Stockholders' Meeting until the voting is held. Stockholders not attending the meeting can reach the representatives up to the previous evening.

Section 2.3.3

The company should make it possible for stockholders to follow the General Meeting using modern communication media (e.g. Internet).

The speech by the Chairman of the Board of Management to the Stockholders' Meeting is broadcast on the Internet. Continued broadcasting of the proceedings thereafter, particularly of contributions made by stockholders, could be seen as a violation of the stockholders' rights to privacy. For this reason, LANXESS does not plan to broadcast the further proceedings.

Leverkusen, 11 December 2013

For the Supervisory Board For the Board of Management

(Dr. Rolf Stomberg)

(Dr. Axel C. Heitmann) (Dr. Bernhard Düttmann)