

Dated 8 April 2013

*This document constitutes a supplement within the meaning of Article 16 of Directive 2003/71/EC, as amended, to two base prospectuses: (i) the base prospectus of LANXESS Aktiengesellschaft in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 ("Non-Equity Securities") and (ii) the base prospectus of LANXESS Finance B. V. in respect of Non-Equity Securities (together, the "**Debt Issuance Programme Prospectus**") as supplemented by a First Supplement dated 14 May 2012 to the Debt Issuance Programme Prospectus (the "**First Supplement**"), a Second Supplement dated 22 August 2012 to the Debt Issuance Programme Prospectus (the "**Second Supplement**") and a Third Supplement dated 8 November 2012 to the Debt Issuance Programme Prospectus (the "**Third Supplement**" and together with the First Supplement and the Second Supplement, the "**Supplements**").*



LANXESS Aktiengesellschaft

(incorporated in the Federal Republic of Germany)
as Issuer and as Guarantor for Notes issued by

LANXESS Finance B.V.

(incorporated with limited liability in the Netherlands)

EUR 2,500,000,000 Programme for the Issuance of
Debt Instruments (the "**Programme**")

Fourth Supplement dated 8 April 2013 to the Debt Issuance Programme Prospectus as supplemented by the Supplements pursuant to Art. 16 (1) of Directive 2003/71/EC, as amended, and Art. 13 (1) of the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) (the "**Fourth Supplement**").

This Fourth Supplement is supplemental to, and should be read in conjunction with the Debt Issuance Programme Prospectus dated 27 April 2012 as supplemented by the Supplements (the "**Prospectus**") pertaining to the EUR 2,500,000,000 Programme for the Issuance of Debt Instruments of LANXESS Aktiengesellschaft and LANXESS Finance B.V. Therefore, with respect to future issues under the Programme of LANXESS Aktiengesellschaft and LANXESS Finance B.V., references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this Fourth Supplement. To the extent that there is any inconsistency between (a) any statements in this Fourth Supplement or any statement incorporated by reference into the Prospectus by this Fourth Supplement and (b) any other statement in or incorporated in the Prospectus, the statements in (a) above will prevail.

Terms defined in the Prospectus have the same meaning when used in this Fourth Supplement.

Each Issuer has requested the Commission de Surveillance du Secteur Financier of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Luxembourg act relating to prospectuses for securities (*Loi du 10 juillet 2005 relative aux prospectus pour valeurs mobilières* as amended by *Loi du 3 juillet 2012*) (the "**Luxembourg Prospectus Act**") to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), the United Kingdom of Great Britain and Northern Ireland, Ireland, the Republic of Austria and The Netherlands with a certificate of

approval attesting that the Fourth Supplement has been drawn up in accordance with the Luxembourg Prospectus Act which implements Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003, as amended, into Luxembourg law (“**Notification**”). Each Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Fourth Supplement and the Prospectus have been approved by the CSSF, have been filed with said authority and will be published - together with the documents incorporated by reference - in electronic form on the website of the Luxembourg Stock Exchange under "www.bourse.lu" and on the website of LANXESS Aktiengesellschaft (www.lanxess.de under <http://lanxess.com/en/corporate/investor-relations/bond/debt-issuance-programme/>). A copy of this Fourth Supplement can also be obtained from the Paying Agent in Luxembourg as described on page 142 of the Prospectus.

This Fourth Supplement shall only be distributed in connection with the Prospectus.

By virtue of this Fourth Supplement the following from the audited, consolidated annual financial statements of LANXESS Group for 2012 and from the audited, unconsolidated annual financial statements of LANXESS Finance B.V. as of 31 December 2012 shall be deemed to be incorporated by reference in, and form part of, the Prospectus.

Item	Page number in the LANXESS GROUP Annual Report 2012 as of 31 December 2012
Statement of Financial Position	149
Income Statement	150
Statement of Comprehensive Income	151
Statement of Changes in Equity	152
Statement of Cash Flows	153
Notes to the Consolidated Annual Financial Statements	154 to 199
Auditor’s Report	201

Item	Page number in the LANXESS Finance B.V. Annual Accounts 2012 as of 31 December 2012
Statement of Financial Position	7 to 8
Income Statement	9
Statement of Cash Flows	10
Notes to the Financial Statements	11 to 22
Auditor’s Report	24 to 25

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Prospectus Regulation.

In addition, the amendments set out below shall be made to the Prospectus.

I. GENERAL INFORMATION

1. Right to withdraw

In accordance with article 13 (2) of the Luxembourg Prospectus Act, investors who have - prior to the publication of this Fourth Supplement - already agreed to purchase or subscribe for securities to be issued under this Programme shall have the right, exercisable until 5:30 p.m. (Luxembourg time) on 10 April 2013, to withdraw their acceptances provided that the securities have not yet been delivered. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office, specified in the list of NAMES AND ADDRESSES of the Prospectus on page 143.

2. Responsibility Statement

LANXESS Aktiengesellschaft (“**LANXESS AG**” or the “**Company**” and together with its consolidated subsidiaries, the “**LANXESS Group**”, the “**Group**” or “**LANXESS**”) with its registered office in Leverkusen and LANXESS Finance B.V. (“**LANXESS Finance**”) with its registered office in Amsterdam (each an “**Issuer**”, and together, the “**Issuers**”) are solely responsible for the information given in this Fourth Supplement to the Prospectus.

Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Fourth Supplement to the Prospectus for which it is responsible is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Each Issuer and the Guarantor have confirmed to the Dealers that the Prospectus as supplemented by this Fourth Supplement contains the information which, according to the particular nature of the respective Issuer and of the Notes offered to the public or admitted to trading on a regulated market, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses, and prospects of each Issuer and the Guarantor, and of the rights attaching to the Notes; that the information contained therein with respect to the Issuers, the Guarantor and the Notes is accurate in all material respects and is not misleading; that any opinions and intentions expressed herein are honestly held and based on reasonable assumptions; that there are no other facts, the omission of which would make any statement, whether fact or opinion, in the Prospectus as supplemented by this Fourth Supplement misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained herein.

3. Notice

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this Fourth Supplement or any other document entered into in relation to the Programme or any information supplied by any Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuers, the Guarantor, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arrangers nor any Dealer nor any other person mentioned in the Prospectus or this Fourth Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this Fourth Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

II. AMENDMENTS TO PROSPECTUS

1. Incorporation of audited, consolidated annual financial statements of LANXESS Group for 2012 and of the audited unconsolidated annual financial statements of LANXESS Finance as of 31 December 2012

a) Change to section “Summary in respect of LANXESS AG”

The first sub-paragraph and the following table within the paragraph “SELECTED FINANCIAL INFORMATION” within the section “Summary – Summary in respect of LANXESS AG” (page 12 and page 13 of the Prospectus) shall be replaced by the following wording and following table:

“The following table sets out selected financial information relating to the LANXESS Group. The information has been extracted from the audited consolidated financial statements of LANXESS AG for the year ended 31 December 2012. These consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards as adopted by the EU (IFRS).

In €million	2012	2011
Sales	9,094	8,775
Operating result (EBIT)	810	776
Income after income taxes	515	507
Net cash provided by operating activities	838	672
Cash outflows for purchases of intangible assets, property, plant and equipment	696	679
Total assets	7,519	6,878
Equity	2,331	2,074
”		

b) Change to section “Summary in respect of LANXESS Finance”

The first sub-paragraph and the following table within the paragraph “SELECTED FINANCIAL INFORMATION” within the section “Summary – Summary in respect of LANXESS Finance” (page 15 of the Prospectus) shall be replaced by the following wording and the following table:

“The following table sets out selected financial information relating to LANXESS Finance. The information has been extracted from the audited financial statements of LANXESS Finance for the years ended 31 December 2012 and 31 December 2011. These financial statements of LANXESS Finance have been prepared in accordance with Part 9 of Book 2 of The Netherlands' Civil Code.

In €thousand	2012	2011
Net financial income	2,593	2,328
Net income	3,459	949
Total assets	2,130,521	1,776,182
Shareholder's Equity	11,605	8,527
”		

c) Change to section “Zusammenfassung in Bezug auf die LANXESS AG”

The first sub-paragraph and the following table within the paragraph “AUSGEWÄHLTE FINANZINFORMATIONEN” within the section “Zusammenfassung - Zusammenfassung in Bezug auf LANXESS AG” (page 24 and page 25 of the Prospectus) shall be replaced by the following wording and the following table:

“Die nachfolgende Tabelle zeigt ausgewählte Finanzinformationen für den LANXESS Konzern. Diese Informationen wurden dem geprüften Konzernabschluss der LANXESS AG für das Geschäftsjahr 2012 entnommen. Dieser Konzernabschluss der LANXESS AG wurde nach den International Financial Reporting Standards, wie sie in der EU anzuwenden sind, aufgestellt (IFRS).

In Millionen €	2012	2011
Umsatzerlöse	9.094	8.775
Operatives Ergebnis (EBIT)	810	776
Ergebnis nach Ertragssteuern	515	507
Zufluss aus operativer Tätigkeit	838	672
Auszahlungen für den Erwerb von immateriellen Vermögenswerten und Sachanlagen	696	679
Summe Aktiva	7.519	6.878
Eigenkapital	2.331	2.074
”		

d) Change to section “Zusammenfassung in Bezug auf die LANXESS Finance”

The first sub-paragraph and the following table within the paragraph “AUSGEWÄHLTE FINANZINFORMATIONEN” within the section “Zusammenfassung – Zusammenfassung in Bezug auf LANXESS Finance” (page 26 and page 27 of the Prospectus) shall be replaced by the following wording and the following table:

“Die nachfolgende Tabelle zeigt ausgewählte Finanzinformationen für die LANXESS Finance. Diese Informationen wurden den geprüften Jahresabschlüssen der LANXESS Finance für die Geschäftsjahre 2012 und 2011 entnommen. Diese Geschäftsabschlüsse der LANXESS Finance wurden nach Teil 9 des 2. Buches des niederländischen bürgerlichen Gesetzbuches erstellt.

In Tausend €	2012	2011
Zinsergebnis	2.593	2.328
Ergebnis nach Steuern	3.459	949
Summe Aktiva	2.130.521	1.776.182
Eigenkapital	11.605	8.527
”		

e) Change to section “LANXESS AG”

The first sub-paragraph and the following table within the paragraph “2. SELECTED FINANCIAL INFORMATION” within the section “LANXESS AG” (page 109 of the Prospectus) shall be replaced by the following wording and following table:

“The following table sets out selected financial information relating to the LANXESS Group. The information has been extracted from the audited consolidated financial statements of LANXESS AG for the year ended 31 December 2012. These consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards as adopted by the EU (IFRS).

In €million	2012	2011
Sales	9,094	8,775
Operating result (EBIT)	810	776
Income after income taxes	515	507
Net cash provided by operating activities	838	672
Cash outflows for purchases of intangible assets, property, plant and equipment	696	679
Total assets	7,519	6,878
Equity	2,331	2,074
”		

f) Change to section “LANXESS Finance”

The first sub-paragraph and the following table within the paragraph “2. SELECTED FINANCIAL INFORMATION” within the section “LANXESS Finance” (page 123 of the Prospectus) shall be replaced by the following wording and the following table:

“The following table sets out selected financial information relating to LANXESS Finance. The information has been extracted from the audited financial statements of LANXESS Finance for the years ended 31 December 2012 and 31 December 2011. These financial statements of LANXESS Finance have been prepared in accordance with Part 9 of Book 2 of The Netherlands' Civil Code.

In €thousand	2012	2011
Net financial income	2,593	2,328
Net income	3,459	949
Total assets	2,130,521	1,776,182
Shareholder's Equity	11,605	8,527
”		

g) Change to section “INCORPORATION BY REFERENCE”

The following items shall be added to the list within section “INCORPORATION BY REFERENCE” (page 141 and page 142):

“• LANXESS GROUP Annual Report 2012

- the audited, consolidated financial statements of LANXESS Group for the fiscal year ended on 31 December, 2012, consisting of
 - Statement of Financial Position (page 149 of the Annual Report of 2012)
 - Income Statement (page 150 of the Annual Report of 2012)
 - Statement of Comprehensive Income (page 151 of the Annual Report of 2012)
 - Statement of Changes in Equity (page 152 of the Annual Report of 2012)
 - Statement of Cash Flows (page 153 of the Annual Report of 2012)
 - Notes to the consolidated Financial Statements (pages 154 to 199 of the Annual Report of 2012)
- the Auditor’s Report (page 201 of the Annual Report 2012)

• LANXESS Finance B.V. Annual Account 2012

- the audited unconsolidated annual financial statements of LANXESS Finance B.V. for the fiscal year ended on 31 December, 2012 consisting of
 - Statement of financial position as of December 31, 2012 (pages 7 to 8 of the Annual Financial Statements December 31, 2012),
 - Income Statement for the period ended December 31, 2012 (page 9 of the Annual Financial Statements December 31, 2012),
 - Statement of cash flows (page 10 of the Annual Financial Statements December 31, 2012), and
 - Notes to the financial statements (pages 11 to 22 of the Annual Financial Statements December 31, 2012)
- the Auditor's Report for the fiscal year ended on 31 December, 2012 (last two pages).”

2. Other Changes

a) Change to section “LANXESS AG – 10. TREND INFORMATION”

(i) The first sentence of section “LANXESS AG – 10. TREND INFORMATION” (page 115 of the Prospectus) shall be replaced by the following:

“Save as disclosed in this Prospectus the Fourth Supplement thereto, there has been no material adverse change in the prospects of LANXESS AG since 31 December 2012.”

(ii) The following shall be added to section “Trend Information, A. Outlook” (pages 115 and 116):

“Outlook for 2013

With its product portfolio, LANXESS is successfully positioned in the relevant markets and will be further expanding its presence in the world’s growth regions. As global economic momentum is expected to stay slow, LANXESS is cautiously optimistic for 2013. Compared with 2012, LANXESS believes the most dynamic development will come from the growth markets in Asia. While demand from customers is forecast to remain at a low level in the first quarter of 2013, as it was at

the end of 2012, LANXESS expects it to pick up successively in the second half of the year. In 2012 already, LANXESS introduced successful measures to counter the impact of a slowdown in demand. These include flexible plant management and high cost discipline. In light of the anticipated economic challenges, LANXESS will be continuing these measures in 2013. In addition, LANXESS believes that all our segments are well-positioned to benefit from an improvement in business conditions during the year. Against this background, LANXESS is confident of continuing to grow over the coming years and of achieving its mid-term target of EUR 1.4 billion EBITDA pre exceptionals in 2014.”

(iii) *The following shall be added to section “Trend Information, B. Recent Developments” (page 116):*

“Contrary to the usual seasonal trend, the low level of demand that was already apparent in the second half of 2012 has continued into the start of the year in most businesses. Against the backdrop of current weak demand in the tire and automotive industries in Europe, LANXESS expects a significantly lower year-on-year EBITDA pre exceptionals of between EUR 160 and 180 million in the first quarter of 2013. This estimate already reflects start-up costs of EUR 20 million for the new butyl plant in Singapore. In the previous year’s quarter, LANXESS achieved an EBITDA pre exceptionals of EUR 369 million, which was the company’s strongest quarter ever.

Based on the weak business development in the first quarter, LANXESS currently expects that the EBITDA pre exceptionals in the business year 2013 will not reach the record level of the previous year.

In this persistently volatile environment, LANXESS will continue to focus on cost discipline and its proven flexible asset management and expects a pick-up in demand in the second half of the year, so that the full year 2013 can develop into another positive one. The company is sticking to its mid-term targets of EUR 1.4 billion and EUR 1.8 billion EBITDA pre exceptionals in 2014 and 2018 respectively.

Save as disclosed in this Prospectus and the Fourth Supplement thereto LANXESS is not aware of any trends, uncertainties demands, commitments or events that are reasonably likely to have a material effect on the LANXESS' prospects for the current fiscal year.”

b) Change to section “LANXESS AG - 13. MAJOR SHAREHOLDERS”

The following paragraphs shall replace section “LANXESS AG - 13. MAJOR SHAREHOLDERS” (page 121 of the Prospectus):

“LANXESS AG has been notified by the following shareholders holding an interest of 3 per cent or more as of 25 March 2013*:

Shareholder	Percentage
BlackRock, Inc., New York (USA)	10.08
Norges Bank (Kingdom of Norway), Oslo (Norway)	5.004
Dodge & Cox, San Francisco (USA)	4.50

* The reported shareholdings may include the interest held by several investment companies, whose ownership in LANXESS AG’s shares is also attributed to other investment companies in accordance with § 22 subparagraph (1) sentence 1 No. 6 and subparagraph (2) of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*).”

c) Change to section “LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION”

The following paragraph shall be added to the section “LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION” (pages 121 and 122 of the Prospectus):

“The audited consolidated financial statements of LANXESS AG for the fiscal year ended 31 December 2012, prepared in accordance with International Financial Reporting Standards as adopted by the EU (IFRS), and the auditor's report (Bestätigungsvermerk) thereon, together contained in LANXESS' Annual Report (Geschäftsbericht) 2012 on pages 149 to 199, are incorporated by reference into this Prospectus.”

d) Change to section “LANXESS AG - 16. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS”

The first sentence of section “LANXESS AG – 16. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS” (page 122 of the Prospectus) shall be replaced by the following:

“Save as disclosed in this Prospectus and the Fourth Supplement thereto, there has been no significant change in the financial or trading position of LANXESS since 31 December 2012.”

e) Change to section “LANXESS Finance - 6. TREND INFORMATION”

The first sentence of section “LANXESS Finance - 6. TREND INFORMATION” (page 124 of the Prospectus) shall be replaced by the following:

“Save as disclosed in this Prospectus and the Fourth Supplement thereto, there has been no material adverse change in the prospects of LANXESS Finance since 31 December 2012.”

f) Change to section “LANXESS Finance - 10. HISTORICAL FINANCIAL INFORMATION”

The following paragraphs shall be added to section “LANXESS Finance - 10. HISTORICAL FINANCIAL INFORMATION” (page 125 of the Prospectus):

“The annual report 2012 of LANXESS Finance, which includes the audited financial statements of LANXESS Finance for the financial year ending 31 December 2012 on pages 7 to 22 and the auditor's report thereon on the last two pages, is incorporated by reference into this Prospectus.”

g) Change to section “LANXESS FINANCE – 12. SIGNIFICANT CHANGE IN LANXESS FINANCE’S FINANCIAL OR TRADING POSITION”

The wording of section “12. SIGNIFICANT CHANGE LANXESS FINANCE’S FINANCIAL OR TRADING POSITION” (page 125 of the Prospectus) shall be replaced by the following:

“Save as disclosed in this Prospectus and the Fourth Supplement thereto, there has been no significant change in the financial or trading position of LANXESS Finance since 31 December 2012.”

Save as disclosed in this Fourth Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Prospectus.