

First Supplement dated 12 September 2016
to the Debt Issuance Programme Prospectus dated 3 May 2016

*This document constitutes a supplement (the "**First Supplement**") within the meaning of Article 16 of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (the "**Prospectus Directive**"), to 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, as amended ("**Non-Equity Securities**") (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This First Supplement is supplemental to, and should be read in conjunction with the Prospectus dated 3 May 2016. Therefore, with respect to future issues of Notes under the Programme of LANXESS Aktiengesellschaft, references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this First Supplement.



LANXESS Aktiengesellschaft

(incorporated in the Federal Republic of Germany)
as Issuer

EUR 5,000,000,000

Programme for the Issuance of Debt Instruments (the "**Programme**")

The 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 law dated 10 July 2005 on prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*), as amended (the "**Luxembourg Law**"), which transforms the Prospectus Directive into Luxembourg law, to approve this First Supplement and to provide the competent authorities in the Federal Republic of Germany and the Republic of Austria with a certificate of approval attesting that the First Supplement has been drawn up in accordance with the Luxembourg Law ("**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host member states within the European Economic Area with a Notification.

This First Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of LANXESS (www.lanxess.com).

LANXESS Aktiengesellschaft, with its registered office in Cologne, Federal Republic of Germany (the "**Issuer**", "**LANXESS**", "**LANXESS AG**", the "**Company**" and, together with its affiliated companies within the meaning of the German Stock Corporation Act (*Aktiengesetz*), the "**LANXESS Group**" or the "**Group**") is solely responsible for the information given in this First Supplement.

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

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning in this First Supplement.

This First Supplement shall only be distributed in connection with and only be read in conjunction with the Prospectus.

To the extent that there is any inconsistency between any statement in this First Supplement and any other statement in or incorporated by reference into the Prospectus, the statements in this First Supplement will prevail.

Save as disclosed on pages 3 to 6 of this First Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

The Issuer has confirmed to the Dealers that the Prospectus as supplemented by this First Supplement contains all information with regard to the Issuer and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, the information contained therein with respect to the Issuer and the Notes is accurate in all material respects and is not misleading, the opinions and intentions expressed therein with respect to the Issuer and the Notes are honestly held, there are no other facts with respect to the Issuer or the Notes the omission of which would make the Prospectus as supplemented by this First 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 therein.

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus as supplemented by this First Supplement or any other document entered into in relation to the Programme or any information supplied by the 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 Issuer, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Prospectus as supplemented by this First Supplement, excluding the Issuer, is responsible for the information contained in the Prospectus as supplemented by this First Supplement or completed by 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.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, where the Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes before this First Supplement is published have the right, exercisable within a time limit of two working days after the publication of this First Supplement, until 14 September 2016, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 paragraph 1 of the Luxembourg Law arose before the final closing of the offer to the public and the delivery of the Notes.

I. Replacement information pertaining to the SUMMARY and its German Translation

1. Replacement information pertaining to "SUMMARY – Section B – LANXESS Aktiengesellschaft"

- On page 3 of the Prospectus, "Element B.12 - Selected historical key financial information" shall be replaced by the following:

"B.12	Selected historical key financial information	In € million	1 January to 30 June		1 January to 31 December	
			2016	2015	2015	2014
			(unaudited)		(audited)	
	Sales		3,863	4,143	7,902	8,006
	Operating result (EBIT)		307	240	415	218
	Income after income taxes		136	108	167	44
	Net cash provided by operating activities		228	152	692	797
	Cash outflows for purchases of intangible assets, property, plant and equipment		122	129	434	614
	Total assets		8,300	7,422	7,219	7,250
	Equity		3,435	2,288	2,323	2,161"

- On page 4 of the Prospectus, "Element B.12 – Significant changes in the financial or trading position" shall be replaced entirely by the following:

	"Significant changes in the financial or trading position	Not applicable; there has been no significant change in the financial or trading position of LANXESS Group since 30 June 2016."
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- On page 4 of the Prospectus, the last sentence of "Element B.13 – Recent Events" shall be replaced by the following:

		"The acquisition was closed on 31 August 2016 after approval from all relevant anti-trust authorities."
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2. Replacement information pertaining to the German translation of the Summary section "GERMAN TRANSLATION OF THE SUMMARY – Abschnitt B – LANXESS Aktiengesellschaft"

- On page 17 of the Prospectus, "Punkt B.12 - Ausgewählte wesentliche historische Finanzinformationen" shall be replaced by the following:

"B.12	Ausgewählte wesentliche historische Finanzinformationen	In Millionen €	1. Januar bis 30. Juni		1. Januar bis 31. Dezember	
			2016	2015	2015	2014
			(ungeprüft)		(geprüft)	
	Umsatzerlöse		3.863	4.143	7.902	8.006
	Operatives Ergebnis (EBIT)		307	240	415	218
	Ergebnis nach Ertragsteuern		136	108	167	44
	Zufluss aus operativer Tätigkeit		228	152	692	797
	Auszahlungen für den Erwerb von immateriellen Vermögenswerten und Sachanlagen		122	129	434	614
	Summe Aktiva		8.300	7.422	7.219	7.250
	Eigenkapital		3.435	2.288	2.323	2.161"

- On page 18 of the Prospectus, "Punkt B.12 - Wesentliche Veränderungen bei Finanzlage oder Handelsposition" shall be replaced entirely by the following:

"Wesentliche Veränderungen bei Finanzlage oder Handelsposition"	Entfällt; seit dem 30. Juni 2016 sind keine wesentlichen Veränderungen in der Finanzlage oder der Handelsposition des LANXESS Konzerns eingetreten."
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- On page 18 of the Prospectus, the last sentence of "Punkt B.13 – Jüngste Entwicklungen" shall be replaced by the following:

	"Die Akquisition wurde am 31. August 2016 nach Zustimmung der zuständigen Kartellbehörden abgeschlossen."
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II. Supplemental and replacement information pertaining to the section "LANXESS AG"

- The section "2. SELECTED FINANCIAL INFORMATION" on page 130 of the Prospectus shall be replaced by the following:

"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 2015 and from the unaudited condensed consolidated interim financial statements of LANXESS AG as of 30 June 2016. 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	1 January to 30 June		1 January to 31 December	
	2016	2015	2015	2014
	(unaudited)		(audited)	
Sales	3,863	4,143	7,902	8,006
Operating result (EBIT)	307	240	415	218
Income after income taxes	136	108	167	44
Net cash provided by operating activities	228	152	692	797
Cash outflows for purchases of intangible assets, property, plant and equipment	122	129	434	614

Total assets	8,300	7,422	7,219	7,250
Equity	3,435	2,288	2,323	2,161"

- The section "3. GENERAL INFORMATION ABOUT LANXESS – C. CAPITAL STOCK" on page 131 of the Prospectus shall be replaced by the following:

"The capital stock of LANXESS AG amounts to €91,522,936 as of 30 June 2016. It is composed of 91,522,936 no-par bearer shares and is fully paid up. All shares carry the same rights and obligations. One vote is granted per share, and profit is distributed per share. The rights and obligations arising from the shares are governed by the German Stock Corporation Act."

- The fourth to seventh paragraph in the section "10. TREND INFORMATION – A. OUTLOOK" on page 138 of the Prospectus shall be replaced by the following:

"In the **Advanced Intermediates** segment, LANXESS anticipates expansion above the prior-year level for 2016. The segment should benefit from the high level of diversification in its customer industries, although the agriculture industry is expected to register ongoing weakness.

For the **Performance Chemicals** segment, LANXESS likewise expects business to develop positively in 2016 to above the prior-year level. In particular, the two largest business units – Inorganic Pigments and Rhein Chemie Additives – should benefit from additional capacities and newly created business platforms.

In the fiscal year 2016, LANXESS expects strong development of the **High Performance Materials** segment. Growth is expected to be driven by the varied end uses of the engineering plastics of LANXESS, particularly in lightweight construction applications in the automotive industry. Moreover, the regions particularly relevant to this segment – Europe and North America – should remain robust.

For the rubber business of **ARLANXEO**, LANXESS continues to see macroeconomic weakness in the growth markets. Due to competitors' additional capacities, which are scheduled to come on stream in the second half of the year, LANXESS anticipates a further increase in pricing pressure for its rubber products."

- The last sentence under the heading "10. TREND INFORMATION – B. RECENT DEVELOPMENTS" on page 139 of the Prospectus shall be replaced by the following:

"The acquisition was closed on 31 August 2016 after approval from all relevant anti-trust authorities."

- The section "14. HISTORICAL FINANCIAL INFORMATION" on pages 145 and 146 of the Prospectus shall be supplemented by the following:

"The unaudited condensed consolidated interim financial statements of LANXESS AG for the period ended 1 January to 30 June 2016, prepared in accordance with International Financial Reporting Standards as adopted by the EU (IFRS), pages 18 to 21 and 24 to 31, are incorporated by reference into this Prospectus."

- The sentence under the heading "17. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS" on page 146 of the Prospectus shall be replaced by the following:

"There has been no significant change in the financial or trading position of LANXESS Group since 30 June 2016."

III. Supplemental information pertaining to the section "INCORPORATION BY REFERENCE"

- The list in section "INCORPORATION BY REFERENCE" on page 161 of the Prospectus shall be supplemented by the following:

- - "the unaudited condensed consolidated interim Financial Statements of LANXESS Group for H1 2016 as of 30 June 2016 consisting of
 - Statement of Financial Position (page 18),
 - Income Statement (page 19),
 - Statement of Comprehensive Income (page 20),
 - Statement of Changes in Equity (page 20),
 - Statement of Cash Flows (page 21),
 - Notes to the Condensed Consolidated Interim Financial Statements (pages 24 to 29)"
 - the Review Report to LANXESS Aktiengesellschaft, Cologne (page 31)"