



**LANXESS Aktiengesellschaft
Cologne**

- ISIN DE0005470405 -
- German Securities Identification Number (WKN) 547040 -

**Publication pursuant to Article 5(1)(a) of Regulation (EU) No 596/2014 and Article 2(1)
of the Commission Delegated Regulation (EU) No 2016/1052**

On 10 January 2019, the Board of Management of LANXESS AG resolved to make use of the authorization granted by the Stockholders' Meeting on 20 May 2016 pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) to acquire and use own shares and to acquire own shares via the stock exchange. The share buy-back serves the sole purpose of reducing the capital of LANXESS AG within the meaning of Article 5(2)(a) of Regulation (EU) No 596/2014 of 16 April 2014 on market abuse ("**Market Abuse Regulation**") by way of redemption of the acquired shares.

The share buy-back announced by LANXESS AG on 10 January 2019 by way of an ad-hoc notification will be effected via the Xetra trading system on the Frankfurt Stock Exchange and start on 14 January 2019 at the earliest and shall be completed at the latest on 31 December 2019. The number of shares of LANXESS AG to be acquired in the course of the share buy-back must not exceed a number of 9,152,293 shares (this corresponds to 10% of the company's share capital). The share buy-back is limited to a purchase price (excluding incidental costs) of up to EUR 200 million to be paid for the acquisition of the shares. Based on the closing price of the share in the Xetra trading system on 9 January 2019 of EUR 44.65, this would correspond to a number of approximately 4.5 million shares or 4.9% of the share capital of the company. If share prices rise or fall, the number of shares to be acquired will thus be adjusted accordingly, however, in no event beyond the maximum number specified above. LANXESS AG's right to prematurely terminate the buy-back and, if necessary, to suspend and resume the buy-back program remains unaffected within the limits of applicable law. In the period from 20 May 2019 until 31 May 2019 there will be no buy backs due to the ordinary shareholder meeting of the company scheduled for 23 May 2019 and the subsequent dividend payment.

The buy-back will be lead-managed by a credit institution in accordance with the Market Abuse Regulation and Articles 2 to 4 of the Commission Delegated Regulation (EU) No 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures ("**Buyback Regulation**"), as well as based on the aforementioned authorization by the Stockholders' Meeting.

The credit institution makes its trading decisions concerning the timing of the purchases of LANXESS AG's shares independently of and uninfluenced by LANXESS AG according to Article 4(2)(b) of the Buyback Regulation. LANXESS AG will thus not exercise any influence over the decisions of the credit institution.

The credit institution is obliged, in particular, to adhere to the conditions for trading pursuant to Article 3 of the Buyback Regulation and the provisions of the authorization granted by the

Stockholders' Meeting on 20 May 2016 pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (AktG). Particularly, the relevant purchase price (excluding incidental acquisition costs) for the shares to be bought back must not exceed or fall below the price of the company's shares determined in the opening auction on the trading day in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange by more than 10%. In addition, the purchase price must not be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the stock exchange where the purchase is carried out. Furthermore, the credit institution shall not purchase in total on any trading day more than 25% of the average daily volume of the shares on the stock exchange on which the purchase is carried out. The average daily volume of shares shall be calculated based on the average daily trading volume in the 20 trading days preceding the date of purchase.

Information on the transactions relating to the share buy-back program will be adequately disclosed no later than by the end of the seventh daily market session following the date of execution of such transactions in a detailed form and in an aggregated form. In addition, LANXESS AG will post on its website (www.lanxess.com) under section 'Investor Relations' the transactions disclosed and keep that information available for the public for at least a 5-year period from the date of public disclosure.

Cologne, January 2019

The Board of Management