

Compliance statement issued by the Management Board and Supervisory Board of LANXESS AG about the German Corporate Governance Code in accordance with § 161 of the German Companies Act (AktG)

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

“LANXESS AG fundamentally complies with the recommendations of the Government Commission on the German Corporate Governance Code (the “Code”) as amended on June 6, 2008, which was published by the Federal Ministry of Justice in the official portion of the electronic version of the Federal Gazette. It also fundamentally complied with the Code’s recommendations during the period from January 1, 2008, to August 8, 2008 (Code version of June 14, 2007) and thereafter to December 31, 2008 (Code version of June 6, 2008, published on August 8, 2008).

Only the following recommendation was not, and is not being, met:

1. Section 3.8, Paragraph 2

If the company takes out a D&O (directors’ and officers’ liability insurance) policy for the Board of Management and Supervisory Board, a suitable deductible shall be agreed.

We have a D&O insurance policy for the members of our Board of Management and Supervisory Board, but it does not provide for a deductible. LANXESS believes that a deductible is not a suitable way of influencing the Board of Management and Supervisory Board members’ awareness of their responsibilities.”

In addition to its recommendations, the Code also contains a number of suggestions for efficient, responsible corporate governance, compliance with 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 3 of the German Corporate Governance Code, the Board of Management and the Supervisory Board therefore voluntarily issue the following declaration:

“LANXESS AG fundamentally complies with the suggestions of the Government Commission on the German Corporate Governance Code (the “Code”) as amended on June 6, 2008, which was published by the Federal Ministry of Justice in the official portion of the electronic version of the Federal Gazette. It also fundamentally complied with the Code’s suggestions during the period from January 1, 2008, to August 8, 2008 (Code version of June 14, 2007) and thereafter to December 31, 2008 (Code version of June 6, 2008, published on August 8, 2008).

Only the following suggestions were not, and are not being, met:

1. Section 2.3.3, Sentence 3, 2nd Half-Sentence

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

2. Section 2.3.4

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

The Stockholders' Meeting is broadcast on the Internet through and including the report of the Board of Management. Continued broadcasting of the proceedings thereafter could be seen as a violation of the stockholders' rights to privacy. Therefore, there are no plans to broadcast the speeches made by individual stockholders, or any other part of the meeting following the Board of Management's report.

3. Section 5.4.6 (Code version of June 14, 2007)

The election or reelection of members of the Supervisory Board on different dates and for different terms of office enables changing requirements to be taken into account.

At LANXESS AG's Annual Stockholders' Meeting on June 16, 2005, the stockholder representatives on the Supervisory Board were elected to hold office until the end of the Stockholders' Meeting that votes on the ratification of the actions of the Supervisory Board members for the 2009 fiscal year. The employee representatives had been previously appointed by the court for the same term of office. We believe that the uniform term of office is also an effective way of ensuring the continuity of the Supervisory Board's work."

Leverkusen, March 16, 2009/March 3, 2009

For the Supervisory Board For the Board of Management

Dr. Rolf Stomberg

Dr. Axel C. Heitmann
Matthias Zachert