

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)

The Management Board and Supervisory Board of LANXESS AG have issued the following compliance statement after dutiful examination:

„With the deviation of the recommendations listed below LANXESS Aktiengesellschaft complies with the recommendations of the Government Commission on the German Corporate Governance Code (as of May 21, 2003) published by the Federal Ministry of Justice in the official section of the Federal Gazette and have been complied these since January 31, 2005, the first listing day of LANXESS Aktiengesellschaft“.

1. Section 3.8, paragraph 2

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

A D&O insurance policy without a deductible has been taken out for the members of the Management Board and Supervisory Board. LANXESS does not think that a deductible is a suitable way to influence the sense of responsibility of the Management Board and Supervisory Board.

2. Section 5.1.2, paragraph 2, sentence 3

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

An age limit has not been specified for members of the Management Board, but the rules of procedure for the Supervisory Board already include a provision that the Human Resources Committee of the Supervisory Board will pass a resolution about an age limit for the Management Board. The Human Resources Committee of the LANXESS Supervisory Board has not met up to now.

3. Section 5.4.5, paragraph 2, sentence 1

Members of the Supervisory Board shall receive fixed as well as performance-related compensation.

The members of the Supervisory Board only receive fixed compensation at the present time. The Management Board and Supervisory Board think that the current arrangement is the most suitable solution for the time being.

4. Section 7.1.2

The consolidated financial statements shall be publicly accessible within 90 days *of the end of the financial year; interim reports shall be publicly accessible within 45 days of the end of the reporting period.*

LANXESS is not obliged to prepare consolidated financial statements for the 2004 fiscal year. It will not yet be possible to publish the complete quarterly interim reports within 45 days, because LANXESS is concentrating on consistent quality in interim reporting in the initial period after obtaining a stock market listing.

Leverkusen, April 22, 2005

**On behalf of the Supervisory Board
(Rolf Stomberg)**

**On behalf of the Executive Board
(Dr. Axel C. Heitmann) (Matthias Zachert)**