

Chemtura CORP
Form DFAN14A
September 28, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Rule 14a-101)

Filed by the Registrant ”

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CHEMTURA CORPORATION

(Name of Registrant as Specified In Its Charter)

LANXESS AG
LANXESS DEUTSCHLAND GMBH

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

⌋ No fee required.

” Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

” Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Filed by: Lanxess Deutschland GmbH

Pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: Chemtura Corporation

Commission File No.: 001-15339

The following materials are available to shareholders of Chemtura Corporation in connection with the previously announced transaction between Chemtura Corporation and Lanxess Deutschland GmbH on the transaction website hosted by Lanxess AG located at <http://lanxess.com/en/corporate/investor-relations/investor-news/>:

1) Townhall Meeting Presentation

Welcome to LANXESS
Input delivered (currently being reflected by RTH)
Input required

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Safe harbor statement

The presentation relates to the proposed acquisition of Chemtura Corp. by LANXESS AG.

The information included in this presentation is being provided for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to purchase any securities, nor a solicitation of any vote or approval. No public market exists for the securities of LANXESS AG in the United States.

This presentation contains certain forward-looking statements, including assumptions, opinions and views of the company or cited from third party sources. Various known and unknown risks, uncertainties and other factors could cause the actual results, financial position, development or performance of LANXESS AG to differ materially from the estimations expressed or implied herein. LANXESS AG does not guarantee that the assumptions underlying such forward-looking statements are free from errors nor does it accept any responsibility for the future accuracy of the opinions expressed in this presentation or the actual occurrence of the forecast developments. No representation or warranty (expressed or implied) is made as to, and no reliance should be placed on, any information, estimates, targets and opinions, contained herein, and no liability whatsoever is accepted as to any errors, omissions or misstatements contained herein, and accordingly, no representative of LANXESS AG or any of its affiliated companies or any of such person's officers, directors or employees accept any liability whatsoever arising directly or indirectly from the use of this document.

Important Additional Information

This communication may be deemed to be solicitation material in respect of the proposed acquisition of Chemtura Corp. by LANXESS AG. The proposed acquisition will be submitted to the stockholders of Chemtura Corp. for their consideration. In connection therewith, Chemtura Corp. intends to file a proxy statement with the U.S. Securities and Exchange Commission ("SEC") and mail such proxy statement to its stockholders of record.

BEFORE MAKING ANY VOTING OR ANY INVESTMENT DECISION, INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and stockholders will be able to obtain free copies of the proxy statement, any amendments or supplements thereto and other documents containing important information about Chemtura Corp., once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Chemtura Corp. will be available free of charge on Chemtura Corp.'s website at <http://investor.chemtura.com> under the heading "Financials & Filings". Stockholders of Chemtura Corp. may also obtain a free copy of the definitive proxy statement by contacting Chemtura Corp.'s Investor Relations Department at +1 (203) 573-2153.

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Who we are

Specialty chemicals company

§ Spin-off from Bayer in 2004

§ Specialty chemicals portfolio: plastics, rubber, intermediates
and specialty chemicals

Global success story

§ 55 sites worldwide

§ Approximately 16,700 employees in 29 countries

§ Global sales of € 7.9 billion in 2015

Strategy of profitability and resilience

§ Enhancing its leading position in mid-sized markets

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§Material Protection

Products

§Inorganic Pigments

§Rhein Chemie

Additives

§Leather

§Liquid Purification

Technologies

§Tire & Specialty

Rubbers

§High Performance

Elastomers

§High Performance

Materials

§Advanced Industrial

Intermediates

§Saltigo

Our current segment structure

Performance Chemicals

ARLANXEO*

High Performance Materials

Advanced Intermediates

* Fully consolidated in the first three years

LANXESS Board of Management: Directly connected to all
Group Functions and Business Units

The LANXESS board

§ Corporate

Communications

§ Corporate Development

§ Executive Human

Resources

§ Legal & Compliance

§ ARLANXEO

Matthias Zachert

Chairman of the Board

§ Global Procurement &

Logistics

§ Production, Technology,

Safety & Environment

§ Business Units:

– Advanced Industrial

Intermediates

– Saltigo

– High Performance Materials

Hubert Fink

Board of Management

§ Accounting

§ Corporate Controlling

§ Information Technology

§ Mergers & Acquisitions

§ Tax & Trade Compliance

§ Treasury & Investor

Relations

Michael Pontzen

Chief Financial Officer

§ Human Resources

§ Business Units:

– Material Protection

Products

– Inorganic Pigments

– Rhein Chemie Additives

– Leather

– Liquid Purification

Technologies

Rainier van Roessel

Labor Relations Director

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LANXESS is well diversified

* Among others: consumer, chemicals, construction

LANXESS Group - sales by industry 2015

Chemicals

Consumer Goods

Tires

Others*

Automotive

Construction

Agriculture

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We have a global footprint

Asia/Pacific

Germany

Latin America

EMEA

(without Germany)

North America

29

17

26

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Sales per region

(2015, in %)

Employees per region

(2015, in %)

Asia/Pacific

Germany

Latin America

EMEA

(without Germany)

North America

9

45

18

8

20

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Global production network

Sydney (AU)

Ningbo (CN)

Qingdao (CN)

Toyohashi (JP)

Cabo de Santo Agostinho (BR)

Sarnia (CA)

Antwerp (BE)

Zwijndrecht (BE)

Dormagen (DE)

Leverkusen (DE)

Hamm-Uentrop (DE)

Krefeld-Uerdingen (DE)

Wuxi (CN)

Nagda (IN)

La Wantzenau

(FR)

Bitterfeld (DE)

Filago (IT)

Branston (UK)

Porto Feliz (BR)

Burgettstown (US)

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Mannheim (DE)
Zárate (AR)
Greensboro (US)
Chardon (US)
Burzaco (AR)
Changzhou (CN)
Singapore (SG)
Gastonia (US)
Lipezk (RU)
Triunfo (BR)
Liyang (CN)
Duque de Caxias (BR)
Bushy Park (US)
Baytown (US)
Geleen (NL)
Brunsbuttel (DE)
Jhagadia (IN)
Rustenburg (ZA)
Merebank (ZA)
Newcastle (ZA)
Nantong (CN)
Little Rock (US)
Merlo (AR)
Pittsburgh(US)
Brilon (DE)
Orange (US)
Epierre (FR)
Vilassar de Mar (ES)
Sudbury (UK)
Memphis (US)
North Kingstown (US)

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We are committed to sustainability...

Safety goals

§Xact: Global safety program to improve occupational, process and plant safety (since 2011)

§Global management system for optimization of transport of (dangerous) goods

Climate / Environmental goals

§Reduction of specific CO2 and volatile organic compounds (VOC) emissions by 25%* until 2025

§Reduction of specific energy consumption by 25% until 2025

Procurement initiatives

§‘Supplier Code of Conduct’ for supplier selection and rating

§‘Together for Sustainability’ initiative for higher transparency in the supply chain

Social initiatives and goals

§Global initiative ‘Diversity & Inclusion’: raising the proportion of women in management to 20% by 2020

§Leverage water know how: support of AMREF**

§Education initiatives with local and global commitment

Focus areas of our engagement

Climate Protection

Culture

Education

What’s good for business is good for society: every business decision at LANXESS takes into account the company’s responsibility for humankind, the environment and the economy

Water

* Base: 31.12.2015

** African Medical & Research Foundation Inc.

LANXESS and Chemtura -
creating a new champion for additives

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Together we will build a global champion for additives

Acquisition

Strategic fit

Financial valuation

Timing

Chemtura, one of the global suppliers of high-quality additives

§ LANXESS and Chemtura with complementary businesses in attractive
additives markets

§ Competitive positions in profitable mid-sized markets

§ Improving global footprint, especially in North America

§ Enterprise value: €2.4 billion*

§ EV/EBITDA including synergies: ~7.0x

§ Subject to approval from Chemtura shareholders and regulatory authorities

§ Closing expected around mid-2017

*FX: 1.10 USD/EUR

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Additives - a highly attractive business segment

§ Customer advantage: Low
cost share, but crucial benefit
in the end product

§ Success factors: Know-how
and technical service

§ Production possible with low
capital intensity

§ Market with attractive growth
rates: 3-4% p.a.

Characteristics of additives

Demand for
technical service

Product
enhancement relative
to share of
customers' costs

Additives among the most attractive products in the
specialty chemical industry

Additives

Process Chemicals

Formulations

Fine Chemicals

Inorganic Specialty Materials

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Bundling forces (2014):

All additives in one business unit

§ Sales: €850 m

§ Employees: 1,600

§ 20 production sites

worldwide

2014: LANXESS built a strong additives platform with strong footprint in Europe

Business Unit ADD

Flame Retardants

Rubber additives

Lubricant additives

Colorants

North America

Steady expansion of the additives portfolio

Unitex (2011)

Darmex (2011)

Tire Curing Bladders (2012)

Thermphos site (2013)

Asia

Europe

Latin America

Business Unit Rhein Chemie Additives (ADD)

Sales are based on Q2 2016 LTM

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Flame retardants - Chemtura a perfect complement
to LANXESS

Bromine

Phosphor
chloride

Phosphorous
based flame
retardants

LANXES

S

Chemtur

a

Value chain flame retardants

Complementary
portfolios

Customer demand can
be met from a single
source

Strong platform for
growth and innovation

Brominated
flame retardants

Customers

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Industrial lubricants: a unique integrated value chain

Chemical

Intermediates

Additives

Product steps in lubricant marketplace

* Packages: technical term for formulations / mixtures of different additive components

Backward integration
potential

Complementary product
groups

Optimum growth
platform

Synthetic base stocks

Greases

Packages*

Finished

Fluids

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A new additives business with more global set-up
Strong asset base in all growth regions

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Together - creating a new champion for additives
A global player in the attractive additives sector
LANXESS - a more resilient and profitable company
Fair and balanced funding validation with clear focus on
investment grade rating
Strong position in mid-sized segments
Expanding its presence in the rapidly growing North American
region

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LANXESS performance culture - an excellent concept to guide
us through integration
Our Values show how
we want to work.

Formula X

Our Guiding Principles
show how we put our
values into practice.

Leadership Principles
are behaviors and
qualities that we ask our
leaders to demonstrate.

Take
owner-
ship
Act as
a team
Think
new, act fast

Keep it
simple

Give
direction

Win as
a team

Create
Value

Lead by
example

Develop
employees
and teams

Seek
solutions

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Our Performance Culture in short...

§ As company we want to be sustainably successful and create value through values. That's our LANXESS Performance Culture.

§ That means to strengthen the courage toward an open culture of responsibility, where the question „WHAT do we want to achieve?“ is as important as „HOW do we want to do this?“

Our culture is essential for our success

Formula X
Our Guiding
Principles
Leadership
Principles
Our Values
Take
owner-
ship
Act as
a team
Think
new, act fast
Keep it
simple
Give
direction
Win as
a team
Create
Value
Lead by
example
Develop
employees
and teams
Seek
solutions

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Let's get started together!
