

## IV. Information about Agenda Item 8: Report of the Board of Executive Directors of BASF SE

With regard to Item 8 of the Agenda, in accordance with Article 9 of the SE Regulation in conjunction with Section 71(1) No. 8 of the German Stock Corporation Act in conjunction with Section 186(4) sentence 2 of the German Stock Corporation Act, the Board of Executive Directors presents the following report on the authorization to buy back and use own shares and on the exclusion of shareholders' subscription rights in the event of the reissue of own shares:

On the basis of the authorization resolved by the Annual Shareholders' Meeting on April 29, 2022, under Item 8 of the Agenda to buy back and use own shares, the Board of Executive Directors resolved a share buyback program with a volume of up to €1.5 billion on October 28, 2025. This buyback program was launched in November 2025 and is scheduled to be completed by the end of June 2026. As at March 10, 2026, BASF SE has bought back 17,582,482 shares under this share buyback program at a total price of €789,317,609.98, taking into account that further own shares have been acquired by the company after the date of adoption of the financial statements by the Board of Executive Directors. Before that, around 10.9 million shares were bought back under this authorization between May 2022 and February 2023 and redeemed in 2023. The current authorization will expire on April 28, 2027, and is intended to be cancelled prematurely and replaced by a new authorization to buy back shares, in particular in order to create the conditions for the share buyback with a total volume of €4 billion until the end of 2028 announced by the Board of Executive Directors at the Capital Markets Day in September 2024.

The Board of Executive Directors and the Supervisory Board propose that the company, in accordance with existing business practices, be authorized until April 29, 2031, to buy back shares in the amount of up to 10 percent of the company's share capital at the time the resolution is passed by the Annual Shareholders' Meeting or – if this value is lower – of the company's share capital at the time this authorization is exercised. This authorization is intended to renew the company's ability to buy back own shares. With a share capital at the level on the day of the approval of the Financial Statements for 2025 remaining unchanged on the day of the Annual Shareholders' Meeting, the company could acquire

a maximum of 89,252,216 own shares. It is intended that the own shares may be acquired both by the company itself and by dependent or majority-owned companies (group companies) or by third parties acting for the account of the company or for the account of group companies.

It is intended that, in addition to acquisition via the stock exchange and multilateral trading facilities, own shares may be acquired through a public purchase offer addressed to all shareholders or through a public exchange offer in exchange for shares in a listed company pursuant to Section 3(2) of the German Stock Corporation Act; such offers to shareholders can also be made by way of an invitation made by the company or by companies controlled or majority-owned by the company or by third parties acting for the account of such companies or for the account of the company.

If the number of shares tendered or offered by shareholders for purchase or exchange exceeds the total volume of shares that the company intends to acquire, the shareholders' right to tender may, in order to facilitate the allocation process, be excluded to the extent that the acquisition is made pro rata in proportion to the number of shares tendered or offered by each shareholder instead of in proportion to the percentage of shares held by each shareholder in the company. The option of a preferential treatment of small lots of up to 100 shares tendered per shareholder and rounding according to commercial principles is also aimed to facilitate the allocation process. The Board of Executive Directors considers the exclusion of any further shareholders' right to tender in this connection to be objectively justified and reasonable vis-à-vis the shareholders.

The own shares acquired on the basis of the authorization granted by the Annual Shareholders' Meeting on April 30, 2026, are primarily intended to be redeemed, but can also be used, with the exclusion of shareholders' subscription rights, in certain defined cases:

- The authorization proposed under Agenda Item 8 lit. c) (i) provides that the Board of Executive Directors may, with the approval of the Supervisory Board, sell own shares otherwise than via the stock exchange or through an offer to the shareholders for cash to third parties, for example to institutional

investors, or to attract new groups of investors, subject to the condition that the price achieved (excluding incidental acquisition costs) is not significantly lower than the stock market price of the shares in the company at the time of the sale. The exclusion of shareholders' subscription rights is aimed to enable the company to place shares at a price close to the stock market price, avoiding the discount normally associated with rights issues; the immediate cash inflow also reduces market risks. The pro rata amount of the share capital represented by the shares sold in this way shall not exceed 10 percent of the share capital, neither at the time the authorization becomes effective nor at the time of its exercise. Linking the selling price to the stock market price prevents dilution and protects shareholders' assets and voting rights. The management will keep any possible markdown on the stock market price as low as possible in line with market conditions. Shareholders can generally maintain their percentage holding in the company through stock market purchases, while the company is given additional scope for action to take advantage of short-term market opportunities. In addition, it is ensured that the number of own shares sold to third parties for cash with the simplified exclusion of subscription rights in analogous application of Section 186(3) sentence 4 of the German Stock Corporation Act, together with other shares issued or sold with the exclusion of shareholders' subscription rights in direct or analogous application of this provision during the term of the authorization until its exercise, does not exceed the limit of 10 percent of the share capital. Shares that are issued to service bonds (including profit participation rights) carrying conversion or option rights or conversion obligations shall also be counted towards this limit, provided that these bonds or profit participation rights are issued during the term of the authorization with the exclusion of shareholders' subscription rights in analogous application of Section 186(3) sentence 4 of the German Stock Corporation Act. There are currently no specific plans to use own shares for this purpose.

- The authorization proposed under Item 8 lit. c) (ii) of the Agenda provides that the Board of Executive

Directors may, with the approval of the Supervisory Board, sell own shares for non-cash consideration and thus to use them as consideration, in particular in the context of business combinations or in acquiring (also indirectly) companies, businesses, parts of companies, participations or other assets or rights to acquire assets, including receivables against the company or its group companies. In view of international competition, such a form of consideration is necessary. The authorization is intended to provide the company with the necessary flexibility to take advantage of acquisition opportunities quickly, flexibly and in a way that preserves liquidity. The proposed exclusion of shareholders' subscription rights serves this purpose. When determining the valuation ratios, the company will ensure that the interests of shareholders are adequately safeguarded, taking into account the stock market price, but without a mathematical reference to it. There are currently no specific plans to use own shares for this purpose.

- Furthermore, the authorization proposed under Item 8 lit. c) (iii) of the Agenda provides that the bought-back own shares may be used to fulfill conversion or option rights or conversion obligations under or in connection with bonds (including profit participation rights) issued by the company or any of its group companies. This increases flexibility and allows to avoid the typical dilution effect by using own shares instead of a capital increase. In its decision whether to use new shares or own shares for the fulfillment of such rights or obligations, the Board of Executive Directors will give appropriate consideration to the interests of the shareholders; the same applies to the servicing of bonds (as the case may be, exclusively) using own shares. In these scenarios, shareholders' subscription rights to own shares shall be excluded. This also applies to dilution protection mechanisms customary in the market according to which shares are granted to holders of conversion/warrant rights or conversion/warrant obligations in the event of rights issues to the extent to which they would be entitled after having exercised such rights or fulfilled such obligations. There are currently no specific plans to use own shares for this purpose.

- Moreover, the authorization proposed under Item 8 lit. c) (iv) provides that own shares may be offered directly or indirectly to employees of the company or any of its group companies or to third parties, e.g., credit institutions, if it is legally guaranteed that the third party will offer such shares for purchase to the aforementioned employees. The issue of shares to these individuals enhances the identification with the company and the ownership culture at the company, which is in the company's interest. The exclusion of shareholders' subscription rights required for this is therefore appropriate. There are currently no specific plans to use own shares for this purpose.
- The authorization proposed under Item 8 lit. c) (v) of the Agenda provides that bought-back shares may be redeemed without an additional resolution by the Annual Shareholders' Meeting being required. This generally leads to a reduction of the share capital. Deviating from this, however, the Board of Executive Directors is also authorized to carry out the redemption without changing the share capital. In this case, the redemption will increase the pro rata amount of the share capital represented by the remaining shares pursuant to Section 8(3) of the German Stock Corporation Act. For this scenario, the Board of Executive Directors is authorized to amend the number of shares stated in the Statutes.

the subscription of shares in the company are exercised and shareholders' subscription rights are excluded in the process, this shall be counted towards the aforementioned 10 percent limit.

If the Board of Executive Directors exercises the authorization to buy back shares, it will report on such exercise to the next Annual Shareholders' Meeting held following such exercise.

The aforementioned options for the use of bought-back shares may also be exercised for shares that have been acquired on the basis of authorization resolutions passed by previous Annual Shareholders' Meetings pursuant to Section 71(1) No. 8 of the German Stock Corporation Act. This also applies to shares acquired by group companies or in accordance with Section 71d sentence 5 of the German Stock Corporation Act.

During the term of the authorization, the total number of bought-back shares used with the exclusion of shareholders' subscription rights shall not represent a pro rata amount of more than 10 percent of the share capital at the time the authorization becomes effective or – if this value is lower – at the time of its exercise. If, during the term of the authorization and until it is exercised, further authorizations to issue or sell shares in the company or to issue rights for