

Second Supplement
dated May 17, 2022
to the Debt Issuance Program Prospectus dated September 10, 2021
as supplemented by the First Supplement dated March 1, 2022

*This document constitutes a supplement (the "**Second Supplement**") within the meaning of Article 23 of Regulation (EU) 2017/1129 of the European Parliament and the Council of June 14, 2017, as amended (the "**Prospectus Regulation**") to two base prospectuses of BASF SE and BASF Finance Europe N.V.: (i) the base prospectus of BASF SE in respect of non-equity securities within the meaning of Art. 2(c) of the Prospectus Regulation ("**Non-Equity Securities**") and (ii) the base prospectus of BASF Finance Europe N.V. in respect of Non-Equity Securities (together, the "**Debt Issuance Program Prospectus**" or the "**Prospectus**").*

This Second Supplement is supplemental to and should only be read in conjunction with the Prospectus dated September 10, 2021 as supplemented by the First Supplement dated March 1, 2022 (together, the "**Supplemented Prospectus**"). Therefore, with respect to future issues under the Program, references in the Final Terms to the Prospectus are to be read as references to the Supplemented Prospectus as supplemented by this Second Supplement.



We create chemistry

BASF SE

(Ludwigshafen am Rhein, Federal Republic of Germany)

as Issuer and, in respect of Notes issued by
BASF Finance Europe N.V., as Guarantor

BASF Finance Europe N.V.

(Arnhem, The Netherlands)

as Issuer

EUR 20,000,000,000

Debt Issuance Program

(the "**Program**")

Each Issuer has requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated July 16, 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129*, as amended - the "**Luxembourg Law**") to approve this Second Supplement and to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), the Republic of Austria, the Republic of Ireland and The Netherlands with a certificate of approval attesting that this Second Supplement has been drawn up in accordance with the Prospectus Regulation ("**Notification**"). Each Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Second Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of BASF Group (www.basf.com), respectively.

BASF SE ("**BASF**" or the "**Guarantor**", together with its consolidated group companies, the "**BASF Group**") with its registered office in Ludwigshafen am Rhein, Germany and BASF Finance Europe N.V. ("**BASF Finance**") with its registered office in Arnhem, The Netherlands (herein each also called an "**Issuer**" and together the "**Issuers**") are solely responsible for the information given in this Second Supplement.

Each Issuer hereby declares that to the best of its knowledge the information contained in this Second Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and that this Second Supplement makes no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Supplemented Prospectus have the same meaning in this Second Supplement.

This Second Supplement should only be distributed in connection with the Supplemented Prospectus. It should only be read in conjunction with the Supplemented Prospectus.

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in or incorporated by reference into the Supplemented Prospectus, the statements in this Second Supplement will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Supplemented Prospectus which is capable of affecting the assessment of Notes issued under the Program since the publication of the Supplemented Prospectus.

Each Issuer has confirmed to the Dealers that the Supplemented Prospectus as supplemented by this Second Supplement contains all information with regard to the Issuers and the Notes which is material in the context of the Program and the issue and offering of Notes thereunder, the information contained therein with respect to the Issuers and the Notes is accurate in all material respects and is not misleading, the opinions and intentions expressed therein with respect to the Issuers and the Notes are honestly held, there are no other facts with respect to the Issuers or the Notes the omission of which would make the Supplemented Prospectus as supplemented by this Second Supplement misleading in any material respect, and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in, or not consistent with, the Supplemented Prospectus as supplemented by this Second Supplement or any other document entered into in relation to the Program or any information supplied by any Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by or on behalf of the Issuers, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Supplemented Prospectus as supplemented by this Second Supplement, excluding the Issuers, is responsible for the information contained in the Supplemented Prospectus as supplemented by this Second Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

In accordance with Article 23 paragraph 2a of the Prospectus Regulation, where the Supplemented Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for the Notes to be issued under this Program before this Second Supplement is published have the right, exercisable within three working days after the publication of this Second Supplement, until May 20, 2022, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in Article 23 paragraph 1 of the Prospectus Regulation arose or was noted

before the closing of the offer period or the delivery of the Notes, whichever occurs first. Investors wishing to exercise their right of withdrawal may contact the relevant Issuer.

The purpose of this Second Supplement is to update the risk factors section included in the Supplemented Prospectus as well as the description of the Issuers due to the publication of the unaudited consolidated financial data of BASF Group for the three-month period ended on March 31, 2022 and the audited financial statements of BASF Finance for the fiscal year ended on December 31, 2021 and further due to the occurrence of certain developments and recent events with regard to BASF Group and their outlook for the 2022 business year.

SUPPLEMENTAL AND REPLACEMENT INFORMATION

I. Supplemental information pertaining to RISK FACTORS

- 1. The last two sentences in the section "RISK FACTORS REGARDING BASF SE AND BASF GROUP – Risks related to the issuer's and guarantor's business activities and industry – Margin Risks" on p. 11 of the Supplemented Prospectus shall be replaced by the following:**

"The price of oil averaged \$71 per barrel (Brent crude) in 2021. The current forecast for the average annual oil price (Brent crude) in 2022 is \$75 per barrel."

- 2. The section "RISK FACTORS REGARDING BASF SE AND BASF GROUP – Risks related to the issuer's and guarantor's business activities and industry – Production and Investment risks" on p. 11 to 12 of the Supplemented Prospectus shall be supplemented by adding the following as the second paragraph:**

"There is currently great uncertainty surrounding the supply of natural gas from Russia to Europe. A continuous supply of natural gas according to demand is essential to chemical production. Around 60% of the natural gas consumed by BASF in Europe is used to generate the energy (steam and electricity) needed for production. Around 40% of natural gas is used as a raw material to produce important basic chemicals and a wide range of products in the downstream value chains supplying almost all sectors of industry. An interruption to or significant restriction of the supply of natural gas would have a significant impact on BASF's European activities. The consequences would vary depending on the duration and extent of supply restrictions, the existence of alternative supply sources and possible substitutions, as well as any optimization of production to reduce the use of natural gas. It is therefore not possible to quantify the risks with sufficient accuracy. In addition, in such a scenario, strict cost reduction measures would be taken to partially offset the negative effects."

II. Supplemental and replacement information pertaining to BASF SE AS ISSUER AND GUARANTOR

- 1. The section "STATUTORY AUDITORS" on p. 25 of the Supplemented Prospectus shall be supplemented by inserting the following after the first paragraph:**

"The following selected financial data for the three-month period ended March 31, 2022 are excerpted from the unaudited consolidated financial statements of BASF Group as of 31 March 2022."

- 2. The first and the second table in the section "SELECTED FINANCIAL INFORMATION – BASF GROUP" on p. 25 and 26 of the Supplemented Prospectus shall be supplemented by the following:**

	"January 1, 2022 – March 31, 2022	January 1, 2021 – March 31, 2021
	million EUR unaudited	
Sales	23,083	19,400
Income from operations before depreciation and amortization (EBITDA)	3,709	3,176
Income from operations (EBIT)	2,785	2,311
Net income	1,221	1,718
Cash flows from operating activities	(290)	(525)
	March 31, 2022	March 31, 2021
	million EUR unaudited	
Total assets	93,983	84,833
Stockholders' equity	42,555	39,034
Noncurrent liabilities	26,335	26,688
Current liabilities	25,093	19,111

3. The section "ALTERNATIVE PERFORMANCE MEASURES ("APM")" on p. 26 to 28 of the Supplemented Prospectus shall be supplemented by the following:

- a) After the seventh paragraph on p. 26 of the Supplemented Prospectus, it shall be inserted:

"The values for the respective APM for the first quarter ending on March 31, 2022 are shown below."

- b) After the table "Income from operations (EBIT) before special items (million EUR)" and after the table "Income from operations before depreciation and amortization (EBITDA) (million EUR)" on p. 27 of the Supplemented Prospectus, it shall be inserted:

"Income from operations (EBIT) before special items (million EUR)

	January 1, 2022 – March 31, 2022	January 1, 2021 – March 31, 2021
Income from operations (EBIT)	2,785	2,311
Special items	(34)	(10)
EBIT before special items	2,818	2,321

Income from operations before depreciation and amortization (EBITDA) (million EUR)

	January 1, 2022 – March 31, 2022	January 1, 2021 – March 31, 2021
Income from operations (EBIT)	2,785	2,311
Amortization and depreciation of property, plant and equipment and intangible assets (including impairments and reversals of impairments)	924	865
EBITDA	3,709	3,176"

4. **The section "HISTORICAL FINANCIAL INFORMATION" on p. 28 of the Supplemented Prospectus shall be supplemented by the following:**

"The unaudited consolidated financial data of BASF Group for the three-month period ending on March 31, 2022, contained in the BASF's Quarterly Statement for the First Quarter 2022 on pages 4-21, are incorporated by reference into this Supplemented Prospectus."

5. **The first paragraph of the section "GENERAL INFORMATION ABOUT BASF SE - HISTORY AND DEVELOPMENT OF THE ISSUER – Share capital" on p. 29 of the Supplemented Prospectus shall be replaced by the following:**

"As of the date of this Second Supplement, the fully-paid share capital of BASF is unchanged since the date of the last published unaudited financial statements as of March 31, 2022 and amounts to EUR 1,175,652,728.32 divided into 918,478,694.00 registered shares with no par value (*Namensaktien*) ("**BASF Share(s)**")."

6. **The second last paragraph of section "GENERAL INFORMATION ABOUT BASF SE - HISTORY AND DEVELOPMENT OF THE ISSUER – Share Capital" on p. 29 of the Supplemented Prospectus shall be replaced by the following:**

"At the Annual Shareholders' Meeting of April 29, 2022, The Board of Executive Directors was authorized to buy back shares up to April 28, 2027, in an amount of up to 10 percent of BASF's share capital at the time that the resolution was passed, or – in the event this amount is lower – of the share capital at the time that the authorization is exercised. The acquired shares in combination with other shares BASF previously acquired and still holds or shares attributable to the company in accordance with Sections 71a et seq. of the German Stock Corporation Act may at no point exceed 10 percent of the share capital.

The shares are to be bought back at the discretion of the Board of Executive Directors (i) via the stock exchange, (ii) via a public purchase offer addressed to all shareholders, (iii) via a public request to the shareholders to submit sales offers or (iv) by other means in accordance with Section 53a of the German Stock Corporation Act ((ii) and (iii) hereinafter referred to as "public acquisition offer")."

7. **The final sentence of the section "ACQUISITIONS / DIVESTITURES – Planned Initial Public Offering of Wintershall Dea:" on p. 30 of the Supplemented Prospectus shall be replaced by the following:**

"BASF is sticking to its strategic decision to withdraw from the oil and gas business and continues to see an IPO as the best way to monetize its share. In the current market environment, an IPO is difficult. It is not yet possible to say what impact the war in Ukraine will have on the project as a whole and on the timeline."

8. **The final sentence of the section "WINTERSHALL DEA:" on p. 49 of the Supplemented Prospectus shall be replaced by the following:**

"BASF is sticking to its strategic decision to withdraw from the oil and gas business and continues to see an IPO as the best way to monetize its share. In the current market environment, an IPO is difficult. It is not yet possible to say what impact the war in Ukraine will have on the project as a whole and on the timeline."

9. The section "SIGNIFICANT CHANGES/TREND INFORMATION" on p. 58 of the Supplemented Prospectus shall be replaced by the following:

"There have been no significant changes in the financial position of BASF Group since March 31, 2022. There has been no material adverse change in the prospects of BASF Group since the date of the last published audited financial statements as of December 31, 2021. There has not been any significant change in the financial performance of BASF Group since March 31, 2022, the end of the last financial period for which financial information has been published, to the date of this Second Supplement."

10. The section "OUTLOOK " on p. 58 of the Supplemented Prospectus shall be supplemented by the following:

"Some of the opportunities relating to higher margins presented in the BASF Report 2021 could be realized and led to a considerable improvement in earnings in the first quarter of 2022 compared with the prior-year quarter, especially in the Chemicals, Industrial Solutions and Materials segments. These opportunities were partially offset by the risks that materialized, mainly as a result of the war in Ukraine and the pandemic-related lockdowns in China. These risks were mainly reflected in significantly higher raw materials and energy prices and freight costs. The resulting increase in costs was able to be offset by raising prices. In addition, supply chains were disrupted. This curbed demand, especially from the automotive industry.

The global macroeconomic outlook is currently subject to very high uncertainty. In particular, it is impossible to predict the further development of the war in Ukraine and its impact on the prices and availability of energy and raw materials. Consequently, BASF is upholding its outlook for the 2022 business year.

The market environment continues to be dominated by an exceptionally high level of uncertainty. Risks may arise from further increases in raw materials prices and new sanctions against Russia, such as a natural gas embargo, or restricted gas supplies from Russia as a result of counter-sanctions. Further risks could arise from the future course of the coronavirus pandemic and longer-lasting or new measures to contain the number of infections, especially in China. Opportunities could arise from continued high margins."

11. The section "RECENT EVENTS" on p. 58 to 59 of the Supplemented Prospectus shall be supplemented by the following:

"On April 29, 2022, at the Annual Shareholders' Meeting, the shareholders voted to renew the authorization to allow the buy-back of BASF's own shares.

On April 29, 2022, at the Annual Shareholders' Meeting, the shareholders approved a dividend of 3.40 per share as proposed by the Board of Executive Directors.

On April 27, 2022, BASF announced that it will wind down its remaining business activities in Russia and Belarus by the beginning of July 2022. Business to support food production remains an exception. This decision is driven by the recent developments of the war in Ukraine and in international law, including the fifth E.U. sanctions package. The effects of this decision on the recoverability of BASF's assets are currently being assessed in detail. In 2021, Russia and Belarus accounted for around 1% of the BASF Group's total sales. Currently, 684 employees work for BASF in Russia and in Belarus. BASF has decided to continue to support its employees in both countries until the end of 2022. Prior to this on March 3, 2022, BASF announced that effective immediately, it would only conduct business in Russia and Belarus to fulfill existing commitments in line with the applicable laws, regulations and international

rules. Exempt from this decision is business to support food production, as the war risks triggering a global food crisis.

On April 12, 2022, BASF and Allianz Capital Partners (on behalf of Allianz insurance companies) closed the purchase of 25.2% of the Hollandse Kust Zuid (HKZ) offshore wind farm by Allianz Capital Partners following the approval of the relevant authorities. BASF had acquired 49.5% of HKZ from Vattenfall in the third quarter of 2021. BASF will receive most of the power produced by its originally acquired share of 49.5% of HKZ under a long-term fixed-price power purchasing agreement.

In connection with the sanctions imposed on the Nord Stream 2 pipeline project and its operating company, the Management Board of Wintershall Dea AG, Kassel/Hamburg, Germany, decided on March 2, 2022, to write off its financing of Nord Stream 2 in the total amount of around €1 billion (BASF's share: €729 million). In addition, Wintershall Dea recognized impairments of around €550 million (BASF's share: €373 million after taxes) in connection with the war in Ukraine. The current situation is so dominated by uncertainty that BASF did not believe it possible to reliably value the Russian assets, even using scenarios. Consequently, BASF has not recognized any impairments on Wintershall Dea's assets beyond those recognized by Wintershall Dea. Wintershall Dea's Russian activities account for around €2.6 billion of the carrying amount of BASF's shareholding. As of March 31, 2022, there were also no sufficient indicators of impairment for BASF's other activities in Russia and Ukraine, which have net assets in the low three-digit million euro range.

The following changes in responsibilities to two Board of Executive Directors departments ("Ressorts") took effect as of March 1, 2022:

– Saori Dubourg (Ressort IV) assumed responsibility for the Petrochemicals, Intermediates, Performance Materials and Monomers divisions. She remains responsible for the region Europe.

– Michael Heinz (Ressort V), based in Florham Park, New Jersey, assumed responsibility for the Care Chemicals, Nutrition & Health and Agricultural Solutions divisions. He remains responsible for the regions North America and South America.

Together with Heraeus, Hanau, Germany, BASF announced on February 11, 2022, the formation of a joint venture (BASF: 50%; Heraeus: 50%) to recover precious metals from spent automotive catalysts. Subject to the approval of the relevant authorities, the formation of BASF HERAEUS (China) Metal Resource Co., Ltd., based in Pinghu, China, is targeted for the first half of 2022. Construction of the joint venture's recycling plant is scheduled to begin in 2022, with start of operations in 2023."

III. Supplemental and replacement information pertaining to BASF FINANCE EUROPE N.V. AS ISSUER

1. The first paragraph of the section "STATUTORY AUDITORS" on p. 60 of the Supplemented Prospectus shall be replaced by the following:

"The independent auditors of BASF Finance are BDO Audit and Assurance B.V., P.O. Box 71730, 1008 DE Amsterdam, Krijgsman 9, 1186 DM Amstelveen, The Netherlands. They are members of The Netherlands Institute of Chartered Accountants (Nederlandse Beroepsorganisatie van Accountants). They have audited the financial statements of BASF Finance for the years 2021 and 2020 which were prepared in accordance with Dutch GAAP, and have issued an unqualified opinion."

2. The section "SELECTED FINANCIAL INFORMATION" on p. 60 and 61 of the Supplemented Prospectus shall be supplemented by the following:

"The financial information below was extracted from the audited financial statements of BASF Finance for the years ended December 31, 2021 and 2020. All statements have been prepared in accordance with Dutch GAAP.

	January 1, 2021 – December 31, 2021	January 1, 2020 – December 31, 2020
	thousand EUR	
Sales	-	-
Financial result	337	(2,067)
Other operating expenses	(227)	(211)
Tax on result from ordinary activities	(24)	564
Net income	86	(1,714)
	December 31, 2021	December 31, 2020
	thousand EUR	
Total assets	694,738	680,054
Stockholders' equity	6,123	8,637
Provisions	-	-
Noncurrent liabilities	673,026	658,725
Current liabilities	15,589	12,692

	for the Financial Year ended Dec. 31	
EUR thousand	2021	2020
Cash flows from operating activities	159	989
Cash flows from financing activities	-	(1,000,000)
Cash flows from investing activities	-	1,000,000

3. **The section "HISTORICAL FINANCIAL INFORMATION" on p. 61 of the Supplemented Prospectus shall be supplemented by the following**

"The audited financial statements of BASF Finance for the fiscal year ending on December 31, 2021 and the auditor's report thereon, contained in the Financial Report on pages 9-35, are incorporated by reference into this Prospectus."

4. **The section "SIGNIFICANT CHANGES/TREND INFORMATION" on p. 62 of the Supplemented Prospectus shall be replaced by the following:**

"There have been no significant changes in the financial position of BASF Finance since December 31, 2021. There has been no material adverse change in the prospects of BASF Finance since the date of the last published audited financial statements as of December 31, 2021. No developments are currently foreseen that are reasonably likely to have a material negative effect on BASF Finance's prospects. There has not been any significant change in the financial performance of BASF Group since December 31, 2021, the end of the last financial period for which financial information has been published, to the date of this Second Supplement."

IV. Supplemental information pertaining to GENERAL INFORMATION

The list in the section "Documents Available" on p. 189 of the Supplemented Prospectus shall be supplemented by inserting the following additional items:

- "(ix) the unaudited consolidated quarterly financial data of BASF Group in respect of the first quarter ended March 31, 2022."

V. Supplemental information pertaining to DOCUMENTS INCORPORATED BY REFERENCE

1. The list in the section "DOCUMENTS INCORPORATED BY REFERENCE" on p. 190 of the Supplemented Prospectus shall be supplemented by inserting the following additional items:

- "(g) the published unaudited consolidated quarterly financial data of BASF Group (English language version) dated March 31, 2022;
 (h) the published audited financial statements 2021 of BASF Finance as well as the auditor's report thereon."

2. The following tables shall be added to the table "Cross-reference list of Documents incorporated by Reference" on p. 190 of the Supplemented Prospectus:

"Page	Section of Prospectus	Document incorporated by reference
24	BASF Group, Financial Information	Quarterly Statement for the First Quarter of BASF Group (p. 18 – p. 21) Consolidated balance sheet (p. 19 – p. 20) Consolidated statement of income (p. 18) Consolidated statement of cash flows (p. 21) https://www.basf.com/global/documents/en/news-and-media/publications/reports/2022/BASF_Quarterly-Statement_01_2022.pdf
60	BASF Finance, Financial Information	Financial Report 2021 of BASF Finance Balance Sheet (p. 10) Profit & Loss Account (p. 11) Cash Flow Statement (p. 12) Notes (p. 13 – p. 26) Auditors' Report (p. 29 – p. 35) https://www.basf.com/global/documents/en/investor-relations/creditor-relations/bonds/reports-basf-finance-europe-nv/BASF_Finance_Europe_NV_Annual-Report_2021.pdf

NAMES AND ADDRESSES

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