

In case of Notes listed on the official list of and admitted to trading on the regulated market of the Luxembourg Stock Exchange or publicly offered in the Grand Duchy of Luxembourg, the Final Terms of Notes will be displayed on the website of the Luxembourg Stock Exchange (www.bourse.lu). In the case of Notes publicly offered in one or more member states of the European Economic Area other than the Grand Duchy of Luxembourg, the Final Terms will be displayed on the website of BASF Group (www.BASF.com).

6 August 2013

Final Terms

BASF SE

EUR 300,000,000 3.00% Notes due 7 February 2033

to be consolidated and form a single series with the EUR 200,000,000 3.00% Notes due
7 February 2033 issued on 6 February 2013

Series No.: 14 / Tranche No.: 2

Issue Date: 8 August 2013

issued pursuant to the EUR 15,000,000,000 Debt Issuance Programme dated 14 September 2012
of BASF SE and BASF Finance Europe N.V.

Important Notice

These Final Terms have been prepared for the purpose of Article 5 (4) of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010, and must be read in conjunction with the Debt Issuance Programme Prospectus pertaining to the Programme dated 14 September 2012 (the "**Prospectus**") and the First Supplement dated 6 November 2012, the Second Supplement dated 23 November 2012, the Third Supplement dated 22 January 2013, the Fourth Supplement dated 4 March 2013, the Fifth Supplement dated 6 May 2013 as well as the Sixth Supplement dated 29 July 2013. The Prospectus and any supplement thereto are available for viewing in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of BASF Group (www.BASF.com) and copies may be obtained from BASF SE, Carl-Bosch-Straße 38, 67063 Ludwigshafen am Rhein, Germany. Full information is only available on the basis of the combination of the Prospectus, any supplement and these Final Terms.

Part I.: TERMS AND CONDITIONS

The Conditions applicable to the Notes (the "**Conditions**") are as set out below.

CURRENCY, DENOMINATION, FORM, CERTAIN DEFINITIONS (§ 1)

Currency and Denomination

Specified Currency
Aggregate Principal Amount
Aggregate Principal Amount in words

Euro ("**EUR**")
EUR 300,000,000
Euro Three Hundred Million

Specified Denomination

EUR 100,000

Clearing System

- Clearstream Banking AG
- Clearstream Banking, société anonyme
- Euroclear Bank SA/NV

Global Note

- Classical Global Note
- New Global Note

INTEREST (§ 3)

Fixed Rate Notes (Option I)

Rate of Interest	3.00% <i>per annum</i>
Interest Commencement Date	6 February 2013
Fixed Interest Date(s)	6 February in each year
First Interest Payment Date	6 February 2014

- Initial Broken Amount per Specified Denomination
- Fixed Interest Date preceding the Maturity Date 6 February 2032
- Final Broken Amount per Specified Denomination EUR 3009.03

Day Count Fraction

- Actual/Actual (ICMA)
 - annual interest payments (excluding the case of short or long coupons)
 - annual interest payments (including the case of short or long coupons)
 - two or more constant interest periods within an interest year (including the case of short coupons)
 - calculation period is longer than one reference period (long coupon)
 - reference period
- Deemed Interest Payment Date
- Actual/365 (Fixed)
- Actual/360
- 30/360 or 360/360 or Bond Basis
- 30E/360 or Eurobond Basis

PAYMENTS (§ 4)**Payment Business Day**

Relevant financial centre(s)

TARGET

REDEMPTION (§ 5)**Final Redemption**

Maturity Date 7 February 2033

Redemption Month

Early Redemption

Early Redemption for Reasons of a Change of Control Yes

Early Redemption at the Option of the Issuer at Specified Call Redemption Amount(s) No

Specified Call Redemption Date(s)

Specified Call Redemption Amount(s)

Early Redemption at the Option of the Issuer at Early Redemption Amount No

Early Redemption at the Option of the Issuer at Final Redemption Amount

Interest payment date **[number]** years after the Interest Commencement Date and each Interest Payment Date thereafter

Early Redemption at the Option of a Holder No

Put Redemption Date(s)

Put Redemption Amount(s)

Early Redemption Amount

Higher of Final Redemption Amount and Present Value

Comparable Benchmark Yield of corresponding plus 0.15%

euro denominated benchmark debt security of the Federal Republic of Germany

- UK government Sterling denominated benchmark debt security issued by HM Treasury
- Swiss franc denominated benchmark federal bond of the Swiss Confederation
- U.S. dollar denominated benchmark U.S. Treasury debt security

AGENTS (§ 6)

Calculation Agent

Deutsche Bank Aktiengesellschaft

AMENDMENT OF THE TERMS AND CONDITIONS, HOLDERS' REPRESENTATIVE (§ 11)

- Appointment of a Holders' Representative by resolution passed by Holders and not in the Conditions
- Appointment of a Holders' Representative in the Conditions

Name and address of the Holders' Representative (specify details)

NOTICES (§ 13)**Place and medium of publication**

- Website of the Luxembourg Stock Exchange (www.bourse.lu)

 Clearing System**LANGUAGE OF CONDITIONS (§ 15)**

- German and English (German controlling)
- English and German (English controlling)

 English only

- German only

Part II.: ADDITIONAL INFORMATION**A. Essential information****Interests of Natural and Legal Persons involved in the Issue/Offer**

Save as discussed in the Prospectus under "*Interests of Natural and Legal Persons involved in the Issue/Offer*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

Other interest (specify)

Reasons for the offer and use of proceeds

Estimated net proceeds	EUR 292,442,000
	plus accrued interest in the amount of EUR 4,512,328.77 for the period from and including 6 February 2013 to but excluding 8 August 2013
Estimated total expenses of the issue	Not Applicable

B. Information concerning the securities to be offered /admitted to trading

Permanent Securities Identification Numbers

Common Code	088539958
ISIN Code	XS0885399583
German Securities Code	
Any other securities number	

Preliminary Securities Identification Numbers

Common Code	096002971
ISIN Code	XS0960029717
German Securities Code	
Any other securities number	

Historic Interest Rates and further performance as well as volatility Not Applicable

Details of historic [EURIBOR][LIBOR] rates and the further performance as well as their volatility can be obtained from Reuters [EURIBOR01][LIBOR01]

Description of any market disruption or settlement disruption events that effect the [EURIBOR][LIBOR] rates Not Applicable

Yield 3.165% per annum

Representation of debt security holders including an identification of the organisation representing the investors and provisions applying to such representation. Indication of where the public may have access to the contracts relation to these forms of representation Not Applicable

Resolutions, authorisations and approvals by virtue of which the Notes will be created

Approval of the Chief Financial Officer of BASF dated 24 July 2013, acting on the basis of a resolution of the Board of Executive Directors of BASF dated 17 October 2012

C. Terms and conditions of the offer

C.1 Conditions, offer statistics, expected timetable and action required to apply for the offer -Not Applicable

Conditions to which the offer is subject

Total amount of the issue/offer; if the amount is not fixed, description of the arrangements and time for announcing to the public the definitive amount of the offer

Time period, including any possible amendments, during which the offer will be open and description of the application process

A description of the possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants

Details of the minimum and/or maximum amount of application (whether in number of notes or aggregate amount to invest)

Method and time limits for paying up the notes and for delivery of the notes
Manner and date in which results of the offer are to be made public

The procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised.

C.2 Plan of distribution and allotment

Not Applicable

If the Offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate such tranche

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made

C.3 Pricing

Not Applicable

Expected price at which the Notes will be offered

Amount of expenses and taxes charged to the subscriber / purchaser

C.4 Placing and underwriting

Not Applicable

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known to the Issuer or the offeror, or the placers in the various countries where the offer takes place

Method of distribution

.. Non-syndicated

.. Syndicated

Subscription Agreement Not Applicable
 Date of Subscription Agreement
 General features of the Subscription Agreement

Management Details including form of commitment Not Applicable
 Dealer / Management Group (specify)

- Firm commitment
- No firm commitment / best efforts arrangements

Commissions Not Applicable

Management/Underwriting Commission (specify)
 Selling Concession (specify)

Stabilising Dealer(s)/Manager(s) None

D. Listing and admission to trading Yes

Regulated Market of the Luxembourg Stock Exchange

Date of admission 17 September 2013, the date as of which the Notes are fully consolidated and form a single series with the EUR 200,000,000 3.00% Notes due 7 February 2033 issued on 6 February 2013

Estimate of the total expenses related to admission to trading EUR 10,300

All regulated markets or equivalent markets on which, to the knowledge of the Issuer, notes of the same class of the notes to be offered or admitted to trading are already admitted to trading

Regulated Market of the Luxembourg Stock Exchange

Issue Price 97.614%
 plus accrued interest in the amount of EUR 4,512,328.77 for the period from and including 6 February 2013 to but excluding 8 August 2013

Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment Not Applicable

E. Additional Information**Rating**

Not Applicable

Listing and admission to trading:

The above Final Terms comprise the details required to list this issue of Notes (17 September 2013, the date as of which the Notes are fully consolidated and form a single series with the EUR 200,000,000 3.00% Notes due 7 February 2033 issued on 6 February 2013) pursuant to the EUR 15,000,000,000 Debt Issuance Programme of BASF SE and BASF Finance Europe N.V.

F. Information to be provided regarding the consent by the Issuer or person responsible for drawing up the Prospectus

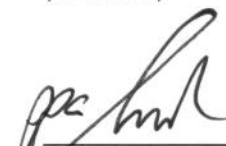
Offer period during which subsequent resale or final placement of the Notes by Dealers and/or further financial intermediaries can be made

Not Applicable


THIRD PARTY INFORMATION

With respect to any information included herein and specified to be sourced from a third party (i) the Issuer confirms that any such information has been accurately reproduced and as far as the Issuer is aware and is able to ascertain from information available to it from such third party, no facts have been omitted the omission of which would render the reproduced information inaccurate or misleading and (ii) the Issuer has not independently verified any such information and accepts no responsibility for the accuracy thereof.

BASF SE
(as Issuer)



Klaus Morgenstern



Frank Wilhelmi