

Countermotions and Electoral Proposals by Shareholders

**Countermotions and Electoral Proposals by Shareholders
for the Annual Shareholders' Meeting of BASF SE on May 2, 2025**

The English version of the following text is only a convenience translation of the German original. Consequently, in case of any deviations, only the German version shall be decisive.

Status: April 17, 2025

Below you find all shareholder proposals (countermotions and electoral proposals by shareholders in accordance with Section 126 and Section 127 of the German Stock Corporation Act) concerning items on the Agenda of the Annual Shareholders' Meeting 2025 which are required to be disclosed. In each case, the shareholder proposals and their supporting statements represent the views of the shareholders submitting them. Proposals including statements of facts have also been published on the Internet unchanged and unchecked by us to the extent that they are required to be disclosed.

At the Annual Shareholders' Meeting you may assent to countermotions by voting "no" to the relevant item of the Agenda, i.e., against the management's proposal. Countermotions that aim not only to reject a proposal put forward by the management but also to bring about an alternative resolution as well as electoral proposals have been marked with a capital letter. Insofar as a separate vote takes place in respect of such countermotions and electoral proposals, you can support or object to them by casting your vote for or against the proposal, or you can abstain from voting. If you have authorized either the proxies appointed by BASF SE or someone else to vote on your behalf, please ensure that you provide them with appropriate instructions or adjust your previous instructions accordingly.

Countermotion of the shareholder Elmar Weigel for the Annual Shareholders' Meeting of BASF SE on May 2, 2025

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Countermotion to Agenda Item 2: Adoption of a resolution on the appropriation of profit

The shareholders will waive €0.01 of the dividend per qualifying share from the profit retained to which they are entitled so that this share, without recognition of any legal obligation, will go to a fund dedicated to improving the working and living conditions of the current employees and the surviving dependents and injured persons of Marikana. The remainder of the dividend of €2.25 proposed by the management, i.e., €2.24, is to be distributed to the shareholders.

Rationale:

This motion, which I have submitted since 2018 in similar form, addresses human rights, return on investment and free market economy.

Human rights were enshrined 75 years ago, so it should be an obligation for the shareholders of the world's largest chemical company to invest at least **one cent in human rights** in Africa.

With this one cent, we are showing that our BASF is not only concerned with profitability, for which we are giving up 115 cents, but also with human rights and human dignity by giving up one cent. As the world's largest chemical company, BASF is thus setting an example of the superiority of the market economy over globally competing forms of economic activity and also curbing the desire to have to leave home countries.

You can find a more detailed explanation of my motion at <https://youtu.be/eDLvOuBEN-U> on YouTube.

Therefore, I request that **Agenda Item 2 be rejected**, so that the motion to waive **one cent** of the dividend can be voted on.

Counter motions of the Dachverband der Kritischen Aktionärinnen und Aktionäre for the Annual Shareholders' Meeting of BASF SE on May 2, 2025

Regarding agenda item 2: Appropriation of profit

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the appropriation of profit proposed by the Board of Executive Directors and the Supervisory Board be rejected.

Rationale:

The dividend is too high. BASF must invest significantly more in its own sites in order to create prospects for the future – especially at the Ludwigshafen site – in order to consistently move away from dependence on climate-damaging energies and achieve its own climate targets. It simply doesn't add up when the Board of Executive Directors talks about a crisis, announces ever-increasing savings programs and job cuts, but still wants to pay out over 2 billion euros in dividends and benefits from government subsidies.

In this way, the costs of the transformation and the consequences of the current crisis are being passed on too one-sidedly to the employees. They still do not know to what extent jobs are to be cut. Significantly higher and long-term investments, especially at the Ludwigshafen site, would strengthen the confidence not only of employees, but also of investors and politicians in BASF's concrete transformation plans. As right as concrete steps such as the construction of one of the world's largest industrial heat pumps for climate-friendly steam generation in Ludwigshafen are, the fact that the project is not fully financed by BASF, but subsidized with public funds of up to 310 million euros, leaves a bitter aftertaste. According to the latest information in the lobby register, public grants or subsidies to BASF amounted to over 58 million euros in 2023 alone. At the same time, BASF uses the methods of tax avoidance and tax optimization that unfortunately continue to be legal internationally in order to pay as little tax as possible.

Regarding agenda item 3: Formal approval to the actions of the members of the Supervisory Board

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the actions of the members of the Supervisory Board for the 2024 financial year not be approved.

Rationale:

The Supervisory Board has not adequately fulfilled its role as a supervisory body of the Board of Executive Directors. It continued to fail to work towards remedying glaring deficiencies in respecting human rights due diligence obligations even in its own business area.

Lack of respect for occupational safety and trade union rights in Brazil: Federal Office initiates investigation against BASF

Last year, the Brazilian trade union Sindicato dos Químicos do ABC filed a complaint with the Federal Office for Economic Affairs and Export Control (BAFA), the authority responsible for enforcing the Supply Chain Act. The union felt that the previous methods of drawing BASF's attention to serious health and safety violations at BASF's Demarchi site in São Bernardo do Campo, Brazil, were no longer effective. In March 2025, the BAFA recently confirmed that it would initiate an investigation against BASF following an in-depth analysis of the complaint.

In October 2022, BASF decided to cut the hazard bonus, which is 30 percent of the salary, for some of the employees. The result: unequal pay for equal work. The decision was based on a technical report that had been prepared without the involvement of the trade union. In addition,

there was an increase in the number of accidents at the plant in 2023, including the implosion of a tank truck containing highly flammable butyl acrylate and other incidents with high explosion risks.

The affected site in Demarchi is part of the decorative paints business that BASF is now selling as part of its cost-cutting measures. A responsible sale now requires at least that BASF demonstrably ensures compliance with workplace safety. BASF must involve trade unions at an early stage, particularly as part of the sales processes and transformation plans, instead of acting against them. In Brazil, the company's approach to trade unions and its own employees, which has so far been based on social partnership, is not evident.

South Africa: Continued insufficient involvement of mining communities

BASF's long-standing measures, audits and dialog formats with platinum supplier Sibanye-Stillwater to sustainably improve the precarious, sometimes inhumane living conditions in the mining communities around Marikana in South Africa have not yet led to any substantial improvements on the ground. Workers continue to live in poor housing conditions without secure access to water.

Although BASF is making efforts, the question arises as to whether the measures taken so far meet the principle of effectiveness required by the Supply Chain Act. It is unclear whether and to what extent Sibanye-Stillwater is fulfilling its own obligations under the current, mandatory Social and Labor Plan (SLP). An audit currently being carried out in accordance with the standards of the Initiative for Responsible Mining Assurance (IRMA) also appears to be fueling more mistrust and uncertainty in the communities. This audit is intended to do exactly the opposite and remedy the shortcomings and limited prospects of previous audits. Our contacts on the ground and partner organizations describe insufficient consultation and involvement of communities affected by mining activities. Sibanye-Stillwater appears to be appropriating individuals from the communities and external consultancies instead of involving community representatives on an equal footing and taking their concerns seriously.

One example is the concerns and demands expressed by the communities for more transparency on the risk of health hazards from air and water pollution. The community has no access to current emissions data, wastewater from mining operations runs unchecked into local streams that are used by the communities as a water source. Retention basins (tailings) and other dams are too close to the settlement.

Unclear handling of human rights risks in China

In the entire Chinese region of East Turkistan/Xinjiang, serious human rights violations such as forced labor in prison camps under the cruelest conditions are widely documented. It is true that BASF divested its shares in two joint ventures in the region somewhat faster than planned after it became public that employees of one of the joint venture partners had been involved in state surveillance of the population in the region. However, it remains completely unclear whether and to what extent BASF is dealing appropriately with the known human rights risks in China. We cannot understand how BASF can effectively fulfill its own human rights due diligence obligations with further audits, especially since BASF cannot outsource responsibility to joint venture partners for the new site in Zhanjiang in southern China with potentially far-reaching supply chains.

Regarding agenda item 4: Formal approval to the actions of the members of the Board of Executive Directors

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the actions of the members of the Board of Executive Directors for the 2024 financial year not be approved.

Rationale:

BASF's Board of Executive Directors continues to fail to adequately fulfill its responsibility to implement more effective measures for climate and environmental protection.

Continued poor climate balance and implausible climate targets

In the 2024 financial year, greenhouse gas emissions from production and energy procurement did not decrease and continue to amount to 17 million tons. This means that BASF remains one of the most climate-damaging companies in Germany alongside Heidelberg Materials, RWE and Thyssenkrupp. The additional emissions resulting from the slight increase in demand in 2024 alone were equivalent to all CO₂ reduction measures.

While the unambitious 2040 climate target remains achievable even with further growth, it is more than unclear whether and how the already announced "growth-related emissions increases" between 2030 and 2050 can be offset – let alone how net-zero greenhouse gas emissions can actually be achieved by 2050. BASF's growth targets are not credibly compatible with its own long-term climate targets.

BASF still responsible for climate and environmental damage caused by Wintershall Dea

At first glance, the sale of the Wintershall Dea business to the British energy company Harbour Energy seems to have relieved BASF of responsibility for the oil and gas company's climate-damaging business model. However, with an almost half shareholding in Harbour Energy, BASF is still responsible, as the emissions have not disappeared, but have merely moved from one position to another in the BASF portfolio. Even more than at BASF, it is unclear at Wintershall Dea and now Harbour Energy whether and how a clear strategy for reducing emissions in line with the Paris Climate Protection Agreement is being pursued.

Wintershall Dea continues to be involved in environmentally and climate-damaging fossil energy expansion projects, especially in Argentina: Development drilling of Argentina's largest offshore natural gas field has begun off the coast of Tierra del Fuego. On land, the consequences of gas extraction are drastic: Wintershall Dea extracts gas in Argentina using hydraulic fracturing (fracking). In the Vaca Muerta region, the local population regularly holds mass protests against the fracking industry and the enormous environmental damage it causes. The most serious impacts of fracking include extreme water consumption, contamination of drinking water, air pollution, negative effects on agriculture, toxic waste such as drilling mud and earthquakes. Greenpeace research revealed that Wintershall Dea was listed as a customer of the company Treater, which had illegally disposed of toxic oil sludge in the Vaca Muerta region, just 5 km from the nearest town.

BASF's agro-industrial toxins and forever chemicals impact people and the environment worldwide

BASF scores poorly in the ChemScore 2024 rating by the NGO ChemSec due to a lack of transparency regarding the use of hazardous chemicals and plans to phase out so-called forever chemicals such as PFAS.

BASF manufactures 27 forever chemicals, including several PFASs, and the remediation of European PFAS damage alone is estimated at 100 billion euros annually. BASF is also making no serious attempts to phase out the sale of highly toxic pesticides and instead continues to export pesticides that have long been banned in the EU, especially to poorer countries.

It is ethically unacceptable that BASF continues to export and market pesticides that are banned in the European Union due to their harmful effects on the environment and health. The profits made from the sale of these substances are disproportionate to the negative consequences for people and the environment in other countries.

However, BASF spends a lot of money on political influence to ensure that no meaningful regulation is put in place to protect people and the environment. BASF is one of the biggest lobbyists in Brussels, spending around four million euros a year on lobbying and is active in several organizations that work actively against urgently needed climate and environmental protection projects. BASF lobbies through CEFIC and Plastics Europe for weaker regulation of PFAS, despite a 300 million U.S. dollars payment to settle PFAS lawsuits in the US, as well as lobbying against stricter methane regulations.

BASF, also through its membership in the Agricultural Crop Licensing Platform (ACLP), supports a reckless EU proposal to deregulate new genetic engineering, prioritizing corporate needs over consumer protection, farmers' livelihoods and the environment.

Regarding agenda item 6: Resolution on a revision of the authorization of the Board of Executive Directors to stipulate that the Shareholders' Meeting be held virtually

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the proposed resolution to reauthorize the Board of Executive Directors to decide on the holding of a virtual Shareholders' Meeting be rejected.

Rationale:

Our reasons for rejecting this authorization of the Board of Executive Directors remain unchanged even after two years of experience with virtual Shareholders' Meetings: The format and manner in which a Shareholders' Meeting is conducted affect basic shareholder rights. The Shareholders' Meeting – and not the Board of Executive Directors – should therefore decide on the conditions and format in which future Shareholders' Meetings should be held.

The Shareholders' Meeting should be able to decide whether a hybrid format should be implemented as a further option, combining the advantages of an in-person Shareholders' Meeting with those of a purely virtual event.

In general, the dwindling interest on the part of shareholders in shareholders' meetings that are only held virtually is highly problematic. Many do not even switch on their computers, which is also like voting with their feet on this format.

We therefore also criticize the decision by the Board of Executive Directors and the Supervisory Board to hold this year's Annual Shareholders' Meeting purely virtually.

Administration's position on the counter motions

We recommend a vote against the counter motions.