

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](http://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](http://www.BASF.com)).

15 May 2013

## Final Terms

BASF SE

EUR 200,000,000 2.875% Notes due 16 May 2033

Series No.: 18 / Tranche No.: 1  
Issue Date: 16 May 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 as well as the Fifth Supplement dated 6 May 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](http://www.bourse.lu)) and on the website of BASF Group ([www.BASF.com](http://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

This Part I. of the Final Terms is to be read in conjunction with the set of Terms and Conditions that apply to Notes with fixed interest rates (the "**Terms and Conditions**") set forth in the Prospectus as Option I. Capitalised terms shall have the meanings specified in the Terms and Conditions.

All references in this Part I. of the Final Terms to numbered paragraphs and subparagraphs are to paragraphs and subparagraphs of the Terms and Conditions.

The blanks in the provisions of the Terms and Conditions, which are applicable to the Notes shall be deemed to be completed by the information contained in the Final Terms as if such information were inserted in the blanks of such provisions. All provisions in the Terms and Conditions corresponding to items in these Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the Terms and Conditions applicable to the Notes (the "**Conditions**").

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

#### Currency and Denomination

Specified Currency  
Aggregate Principal Amount

Euro ("**EUR**")  
EUR 200,000,000

Aggregate Principal Amount in words	Euro Two 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	2.875 % <i>per annum</i>
Interest Commencement Date	16 May 2013
Fixed Interest Date(s)	16 May in each year from and including 16 May 2014 and including the Maturity Date
First Interest Payment Date	16 May 2014

- Initial Broken Amount per Specified Denomination
- Fixed Interest Date preceding the Maturity Date
- Final Broken Amount per Specified Denomination

**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 16 May 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 Yes

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](http://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 197,448,000
Estimated total expenses of the issue	EUR 895.00 (listing fees)

**B. Information concerning the securities to be offered /admitted to trading****Securities Identification Numbers**

Common Code	093230710
ISIN Code	XS0932307100
German Securities Code	A1TM88

**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 2.947% *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** Not Applicable

**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**

Dealer / Management Group (specify)

Citigroup Global Markets Limited

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** 16 May 2013

Estimate of the total expenses related to admission to trading EUR 895.00

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** 98.924%

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

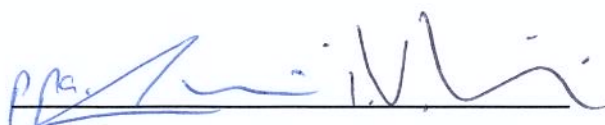
**F. Information to be provided regarding the consent by the Issuer or person responsible for drawing up the Prospectus**

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)

  
Dieter Klein Frank Wilhelmi