

Second Supplement
to the Debt Issuance Program Prospectus
Dated September 12, 2016

Dated November 02, 2016



We create chemistry

BASF SE
BASF Finance Europe N.V.

Euro 20,000,000,000
Debt Issuance Program
(the "Program")

Second supplement dated November 02, 2016 to the two base prospectuses of BASF SE and BASF Finance Europe N.V. in respect of the Program dated September 12, 2016 (together the "**Prospectus**") pursuant to Art. 16 (1) of Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003, as amended (the "**Prospectus Directive**") and Art. 13 (1) of the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*; hereinafter the "**Luxembourg Prospectus Act**") (the "**Second Supplement**").

This Second Supplement is supplemental to, and should only be distributed in connection with and only be read in conjunction with the Prospectus and the First Supplement dated October 18, 2016 ("**First Supplement**") to the Prospectus, pertaining to the Program. 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 Prospectus as supplemented by the First Supplement and this Second Supplement.

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 Luxembourg Prospectus Act to provide the competent authorities in the United Kingdom of Great Britain and Northern Ireland, the Republic of Ireland, the Republic of Austria, the Federal Republic of Germany and The Netherlands with a certificate of approval attesting that this Second Supplement has been drawn up in accordance with the Luxembourg Prospectus Act (the "**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, the First Supplement as well as the Prospectus 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).

I. GENERAL INFORMATION

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, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement for which they are responsible is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

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

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 Prospectus prior to the date of this Second Supplement, 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 Prospectus which is capable of affecting the assessment of Notes issued under the Program since the publication of the Prospectus.

Each Issuer has confirmed to the Dealers that the 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 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 authorized to give any information which is not contained in or not consistent with the 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 authorized by 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 Prospectus as supplemented by this Second Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus as supplemented by this Second Supplement or completed by 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 13 (2) of the Luxembourg Prospectus Act, where the Prospectus relates to an offer to the public, investors who have – prior to the publication of this Second Supplement – already agreed to purchase or subscribe for Notes to be issued under this Program shall have the right, exercisable within a time limit of two working days after the publication of the Second Supplement, to withdraw their acceptances provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the Notes. A withdrawal, if any, of an order must be communicated in writing to the relevant Issuer at its registered office, specified in the address list of the Prospectus on page 199. The final date of the right to withdrawal shall be November 2, 2016.

II. AMENDMENTS TO PROSPECTUS

1. Supplemental information pertaining to the SUMMARY

The following shall replace the second table as well as the two paragraphs below the second table in section B.12 – BASF SE as [Issuer] [Guarantor] – on p. 8 of the Prospectus:

B.12	Selected historical key financial information	
	January 1, 2016 – September 30, 2016	January 1, 2015 – September 30, 2015
	million EUR	
Sales	42,704	56,569
Income from operations before depreciation and amortization (EBITDA)	8,039	8,756
Income from operations (EBIT)	5,048	5,923
Net income	3,367	3,648
Cash provided by operating activities	5,840	8,494
	September 30, 2016	September 30, 2015
	million EUR	
Total assets	73,103	72,318
Stockholders' equity	29,041	29,479
Noncurrent liabilities	27,379	26,273
Current liabilities	15,987	15,964
Material adverse change in the prospects of the Issuer	There has been no material adverse change in the prospects of BASF since December 31, 2015.	
Significant change in the financial and trading position	Not applicable. There has been no significant change in the financial or trading position of BASF since September 30, 2016.	

The following shall replace section B.13 – BASF SE as [Issuer] [Guarantor] – on p. 8 of the Prospectus:

B.13	Recent events
	Not applicable. There are no recent events particular to BASF Finance, which are to a material extent relevant to BASF Finance's solvency.

Supplemental information pertaining to the GERMAN TRANSLATION OF THE SUMMARY

The following shall replace the second table as well as the two paragraphs below the second table in section B.13 – BASF SE als [Emittentin] [Garantin] – on p. 20 of the Prospectus:

B.1 2	Ausgewählte wesentliche historische Finanzinformationen		
		1. Januar 2016 – 30. September 2016	1. Januar 2015 – 30. September 2015
		Millionen EUR	
	Umsatz	42.704	56.569
	Ergebnis der Betriebstätigkeit vor Abschreibungen (EBITDA)	8.039	8.756
	Ergebnis der Betriebstätigkeit (EBIT)	5.048	5.923
	Jahresüberschuss	3.367	3.648
	Cashflow aus betrieblicher Tätigkeit	5.840	8.494
		30. September 2016	30. September 2015
		Millionen EUR	
	Gesamtvermögen	73.103	72.318
	Eigenkapital	29.041	29.479
	Langfristiges Fremdkapital	27.379	26.273
Kurzfristiges Fremdkapital	15.987	15.964	
	Wesentliche Verschlechterung der Aussichten des Emittenten		
	Der Geschäftsausblick von BASF hat sich seit dem 31. Dezember 2015 nicht wesentlich negativ verändert.		
	Signifikante Veränderungen in der Finanz- bzw. Handelsposition		
	Nicht anwendbar. Seit dem 30. September 2016 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition von BASF gegeben.		

The following shall replace section B.13 – BASF SE als [Emittentin] [Garantin] – on p. 20 of the Prospectus:

“

B.13	Letzte Ereignisse Nicht anwendbar. Es gibt keine Ereignisse aus der jüngsten Zeit der Geschäftstätigkeit von BASF Finance, die für die Bewertung der Zahlungsfähigkeit von BASF Finance in hohem Maße relevant sind.
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The following shall replace section “Significant Changes / Trend Information” on p. 75 of the Prospectus:

“

There have been no significant changes in the financial or trading position of BASF Group since September 30, 2016. 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, 2015.”

Supplemental information pertaining to the section BASF SE AS ISSUER AND GUARANTOR

The following shall replace the second table on p. 45 and 46 of the Prospectus under the heading “Selected Financial Information”:

“

	January 1, 2016 – September 30, 2016	January 1, 2015 – September 30, 2015
	million EUR	
Sales	42,704	56,569
Income from operations before depreciation and amortization (EBITDA)	8,039	8,756
Income from operations (EBIT)	5,048	5,923
Net Income	3,367	3,648
Cash provided by operating activities	5,840	8,494
	September 30, 2016	September 30, 2015
	million EUR	
Total assets	73,103	72,318
Stockholders' equity	29,041	29,479
Noncurrent liabilities	27,379	26,273
Current liabilities	15,987	15,964

”

The following shall replace the section “Historical Financial Information” on p. 47 of the Prospectus:

“The unaudited consolidated interim financial statements of BASF Group as of September 30, 2016, contained in the BASF Interim Report 3rd Quarter 2016 on pages 16-18, are incorporated by reference into this Prospectus.”

The following shall replace the first table “Capitalization and financial indebtedness” on pp. 51 of the Prospectus:

“The following table sets forth the consolidated capitalization of BASF Group as of December 31, 2015 and September 30, 2016:

Stockholders' equity and liabilities (million EUR)		
	Sept. 30, 2016	Dec. 31, 2015
Stockholders' equity		
Subscribed capital	1,176	1,176
Capital surplus	3,141	3,141
Retained earnings	30,823	30,120
Other comprehensive income	(6,099)	(3,521)
Minority interests	696	629
	29,737	31,545
Noncurrent liabilities		
Provisions for pensions and similar obligations	9,865	6,313
Other provisions	3,337	3,369
Deferred taxes	2,825	3,381
Financial indebtedness	10,478	11,123
Other noncurrent liabilities	874	869
	27,379	25,055
Current liabilities		
Accounts payable, trade	3,875	4,020
Provisions	2,834	2,540
Tax liabilities	1,479	1,082
Financial indebtedness	5,319	4,074
Other current liabilities	2,480	2,520
Liabilities of disposal groups	-	-
	15,987	14,236
Total stockholders' equity and liabilities	73,103	70,836

The following shall replace the section “OUTLOOK FOR 2016” on p. 75 of the Prospectus:

“
The fire at the North Harbor on October 17, 2016, negatively affected BASF’s supply and logistics at the Verbund site in Ludwigshafen. Based on the information available at the time of this publication, BASF expects the statements on opportunities and risks made in the BASF Report 2015 and updated in the Half-Year Financial Report 2016 to remain fundamentally valid.

BASF has adjusted its expectations for the global economic environment in 2016 as follows (previous forecast from the BASF Report 2015 in parentheses):

- Growth in gross domestic product: 2.3% (2.3%)
- Growth in industrial production: 2.0% (2.0%)
- Growth in chemical production: 3.4% (3.4%)
- Average euro/dollar exchange rate: \$1.10 per euro (\$1.10 per euro)
- Annualized average price of a barrel of oil: \$45 (\$40 per barrel)

BASF confirms its forecast for sales of the BASF Group:

Sales will decrease considerably in 2016. As a consequence of the asset swap with Gazprom, contributions to the Oil & Gas segment have ceased from the natural gas trading and storage business in particular. In the first three quarters of 2015, these activities had contributed a total of around €10.1 billion to sales. Sales will be furthermore reduced by lower prices for oil and gas. BASF want to increase sales volumes, excluding the effects of acquisitions and divestitures.”

The following shall be added to section “ALTERNATIVE PERFORMANCE MEASURES (APM)” on p. 46 of the Prospectus:

“

The values for the respective APM for the third quarter 2016 are shown on page 15 of the Q3 Report 2016.”

Supplemental information pertaining to the DOCUMENTS INCORPORATED BY REFERENCE

The following shall be added as additional item (h) to the section “Documents incorporated by Reference” on p. 196 of the Prospectus:

“(h) The unaudited consolidated interim financial statements of BASF Group as of September 30, 2016 contained in the BASF Interim Report 3rd Quarter on pages 16-18, are incorporated by reference into this Prospectus.”

The following shall be added to the table “Cross-reference list of Documents incorporated by Reference” on p. 196 of the Prospectus:

“

Page	Section of Prospectus	Document incorporated by reference
45	BASF Group, Financial Information	Interim Report 3rd Quarter 2016 of BASF Group, (p. 16 – p. 19) Consolidated balance sheet, (p. 17) Consolidated statements of income, (p. 16) Consolidated statements of cash flows, (p. 18)

”

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Prospectus Regulation.