



**BASF SE**  
**BASF Finance Europe N.V.**

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

Third supplement dated June 19, 2015 to the two base prospectuses of BASF SE and BASF Finance Europe N.V. in respect of the Program dated September 16, 2014 (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, and Art. 13 (1) of the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) (the "Third Supplement").

This Third Supplement is supplemental to, and should only be read in conjunction with the Prospectus and the First Supplement dated October 30, 2014 to the Prospectus ("First Supplement") and the Second Supplement dated March 24, 2015 to the Prospectus ("Second Supplement"), 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, the Second Supplement and this Third 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 act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) (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 the Third 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 Third Supplement as well as the Prospectus will be published in electronic form on the website of the Luxembourg Stock Exchange under "www.bourse.lu" and on the website of BASF Group (www.basf.com).

## **I. GENERAL INFORMATION**

### **1. Right to withdraw**

In accordance with Article 13 (2) of the Luxembourg Prospectus Act, investors who have – prior to the publication of this Third Supplement – already agreed to purchase or subscribe for securities to be issued under this Program shall have the right, exercisable within a time limit of two working days after the publication of the Third 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 securities. 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 198. The final date of the right to withdrawal shall be June 24, 2015.

### **2. Responsibility Statement**

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") accept responsibility for the information given in this Third Supplement.

Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Third Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

## II. AMENDMENTS TO PROSPECTUS

### 1. Supplemental information pertaining to the SUMMARY

*The following shall replace 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, 2015 – March 31, 2015	January 1, 2014 – March 31, 2014*
		million EUR	
	Sales	20,067	19,512
	Income from operations before depreciation and amortization (EBITDA)	2,890	2,951
	Income from operations (EBIT)	1,995	2,221
	Net income	1,174	1,464
	Cash provided by operating activities	2,390	1,747
		March 31, 2015	March 31, 2014
		million EUR	
	Total assets	79,058	67,733
	Stockholders' equity	29,977	28,255
	Noncurrent liabilities	30,817	24,664
	Current liabilities	18,264	14,814
	<b>Material adverse change in the prospects of the Issuer</b>	There has been no material adverse change in the prospects of BASF since December 31, 2014.	
	<b>Significant change in the financial and trading position</b>	Not applicable. There has been no significant change in the financial or trading position of BASF since March 31, 2015.	
* The figures for the first quarter of 2014 have been adjusted to reflect the dissolution of the gas trading disposal group at the end of 2014.			

*The following shall replace section B.16 – BASF SE as [Issuer] [Guarantor] – on p. 8 of the Prospectus:*

<b>B.16</b>	<b>Controlling Persons</b>	<p>On June 8, 2015, BlackRock, Inc., Wilmington, DE, U.S.A., (“BlackRock”) informed BASF SE that on June 4, 2015, the share of the voting rights directly or indirectly held by BlackRock in BASF SE amounted to 6.45 %, pursuant to §§ 21 and 22 of the German Securities Trading Act (WpHG).</p> <p>On May 11, 2015, BASF SE was notified that the percentage holding of the voting rights of the Norges Bank (the Central Bank of Norway), Oslo, Norway, in BASF SE exceeded the threshold of 3 % through acquisition and amounts to 3.32 % on May 8, 2015, directly held by Norges Bank pursuant to § 21 para. 1 of the German Securities Trading Act (WpHG).</p>
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**Supplemental information pertaining to the GERMAN TRANSLATION OF THE SUMMARY**

*The following shall replace the second table in section B.12 – BASF SE als [Emittentin] [Garantin] – on p. 19 of the Prospectus:*

<b>B.12</b>	<b>Ausgewählte wesentliche historische Finanzinformationen</b>		
		1. Januar 2015 – 31. März 2015	1. Januar 2014 – 31. März 2014*
		Millionen EUR	
	Umsatz	20.067	19.512
	Ergebnis der Betriebstätigkeit vor Abschreibungen (EBITDA)	2.890	2.951
	Ergebnis der Betriebstätigkeit (EBIT)	1.995	2.221
	Jahresüberschuss	1.174	1.464
	Cashflow aus betrieblicher Tätigkeit	2.390	1.747
	31. März 2015	31. März 2014	
	Millionen EUR		
	79.058	67.733	
Gesamtvermögen			
Eigenkapital	29.977	28.255	
Langfristiges Fremdkapital	30.817	24.664	
Kurzfristiges Fremdkapital	18.264	14.814	
	<b>Wesentliche Verschlechterung der Aussichten des Emittenten</b>	Der Geschäftsausblick von BASF hat sich seit dem 31. Dezember 2014 nicht wesentlich negativ verändert.	
	<b>Signifikante Veränderungen in der Finanz- bzw. Handelsposition</b>	Nicht anwendbar. Seit dem 31. März 2015 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition von BASF gegeben.	
* Die Zahlen für das erste Quartal 2014 wurden nach Auflösung der Veräußerungsgruppe Gashandelsgeschäft Ende 2014 angepasst.			

*The following shall replace section B.16 – BASF SE as [Issuer] [Guarantor] – on pp. 19 and 20 of the Prospectus:*

<b>B.16</b>	<b>Hauptanteilseigner</b>	<p>Am 8. Juni 2015 hat BlackRock, Inc., New York, USA ("BlackRock") der BASF mitgeteilt, dass der Anteil an stimmberechtigten BASF-Aktien, welche direkt oder indirekt durch BlackRock gehalten werden, am 4. Juni 2015 gemäß §§ 21 und 22 WpHG 6,45 % betrug.</p> <p>Am 11. Mai 2015 wurde BASF darüber informiert, dass die Norges Bank (Central Bank of Norway), Oslo, Norwegen, am 8. Mai 2015 durch Erwerb die Schwelle von 3 % der Stimmrechte an BASF SE überschritten hat und gemäß § 21 Abs. 1 WpHG unmittelbar 3,32 % der Stimmrechte hält.</p>
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**Supplemental information pertaining to the section BASF SE AS ISSUER AND GUARANTOR**

*The following shall replace the table on p. 42 of the Prospectus:*

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**SELECTED FINANCIAL INFORMATION**

**BASF GROUP**

	January 1, 2015 – March 31, 2015	January 1, 2014 – March 31, 2014*
	million EUR	
Sales	20,067	19,512
Income from operations before depreciation and amortization (EBITDA)	2,890	2,951
Income from operations (EBIT)	1,995	2,221
Net income	1,174	1,464
Cash provided by operating activities	2,390	1,747
	March 31, 2015	March 31, 2014
	million EUR	
Total assets	79,058	67,733
Stockholders' equity	29,977	28,255
Noncurrent liabilities	30,817	24,664
Current liabilities	18,264	14,814
* The figures for the first quarter of 2014 have been adjusted to reflect the dissolution of the gas trading disposal group at the end of 2014.		

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***The following shall be added to the section “Historical Financial Information” on p. 42 of the Prospectus:***

“The unaudited consolidated interim financial statements of BASF Group as of March 31, 2015, contained in the BASF Interim Report 1st Quarter 2015 on pages 15-35, are incorporated by reference into this Prospectus.”

***The following shall be added to the section “Acquisitions / Divestitures” under a new headline “As of the date of this Third Supplement BASF Group acquired the following businesses in 2015” and shall replace the section with the headline “As of the date of this Second Supplement BASF Group acquired the following businesses in 2015” on p. 43 of the Prospectus:***

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- On February 12, 2015, BASF concluded the acquisition of the business from Taiwan Sheen Soon (“TWSS”) in Taiwan, which had been announced on December 8, 2014. The acquisition of further assets on the Chinese mainland to complete the transaction is dependent on external approvals which is expected in the course of 2015.

- On February 18, 2015, BASF took over technologies, patents and know-how for silver nanowires from Seashell Technology, based in San Diego, California.
- On February 24, 2015, BASF acquired, as announced on October 30, 2014, from TODA KOGYO CORP. (“TODA”), based in Tokyo, Japan, a 66% share in a company to which TODA had contributed its business with cathode materials for lithium-ion batteries, patents and production capacities in Japan.
- On March 31, 2015, BASF concluded the acquisition announced on July 10, 2014, of the PU business from Polioles, S.A. de C.V., based in Lerma, Mexico (“Polioles”). Polioles is a joint venture with the Alpek Group, in which BASF holds a 50% share and which is accounted for using the equity method. The acquisition comprises marketing and selling rights, current assets, and to a minor extent, production facilities.

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***The following shall be added to the section “Acquisitions / Divestitures” under a new headline “As of the date of this Third Supplement, BASF Group divested the following businesses in 2015” on p. 44 of the Prospectus:***

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- On March 31, 2015, BASF sold its business with white EPS (expandable polystyrene) in North and South America to the Alpek Group. In the United States, Canada, Brazil, and Argentina, the sale comprised customer lists and current assets in addition to production facilities. Furthermore, the shares in Aislapol S.A., based in Santiago de Chile, Chile, were sold and the equity-accounted joint venture Polioles transferred its white EPS business to Alpek.
- On May 7, 2015, BASF announced its intentions to divest its custom synthesis business and parts of its current active pharmaceutical ingredients (APIs) business to Siegfried Holding AG. These include APIs such as ephedrine, pseudoephedrine and caffeine. The intended divestiture is still subject to the successful completion of processes required by applicable law, including consultations with employee representations and the approval of the competent merger control authorities. The enterprise value is approximately EUR 270 million.
- On June 8, 2015, BASF has signed a contract to sell its global paper hydrous kaolin (PHK) business to Imerys, a leader in mineral-based specialty solutions for industry, based in Paris, France. In September 2014, BASF announced its plan to evaluate strategic options for its PHK business. The divestiture is subject to approval by the relevant merger control authorities. Closing of the transaction is expected to take place during the third quarter of 2015.
- On June 18, 2015, Wintershall, a 100% BASF subsidiary, announced its plans to divest assets in the four non-operated fields Knarr (20%), Veslefrikk (4.5%), Ivar Aasen (6.4615%) and Yme (10%) on the Norwegian continental shelf to Tellus Petroleum AS, a recently acquired 100% subsidiary of Sequa Petroleum N.V. At the same time, Wintershall is reducing its share in the own-operated Maria Development by 15% to 35% and has gained Tellus Petroleum as a further partner to develop this field, for which the plan for development and operation (PDO) was recently submitted. The package Wintershall is selling to Tellus Petroleum also includes equity stakes in seven exploration licenses in the vicinity of the Knarr, Maria and Ivar Aasen fields and in the Barents Sea, as well as ownership interests in the Utsira High Gas Pipeline (3.8769%), the Edvard Grieg Oil Pipeline (2.5846%) and the Knarr Gas Pipeline (20%). The agreed purchase price for the transaction is U.S. dollar 602 million, of which U.S. dollar 40 million is subject to the Maria Field development being approved by the Norwegian Ministry of Petroleum and Energy. In addition, Tellus Petroleum will make a further payment of up to U.S. dollar 100 million depending on the development of the oil price in the period from 2016 to 2019. The transaction is expected to close by the end of 2015 – subject to approval by the relevant authorities – and will be financially retroactive to January 1, 2015.

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**The following shall replace the first table under the headline “Capitalization and financial indebtedness” on pp. 46 and 47 of the Prospectus:**

“The following table sets forth the consolidated capitalization of BASF Group as of March 31, 2015 and December 31, 2014.

Stockholders' equity and liabilities (million EUR)		
	March 31, 2015	Dec. 31, 2014
Stockholders' equity		
Subscribed capital	1,176	1,176
Capital surplus	3,143	3,143
Retained earnings	29,953	28,777
Other comprehensive income	(5,040)	(5,482)
Minority interests	745	581
Total	29,977	28,195
Noncurrent liabilities		
Provisions for pensions and similar obligations	9,582	7,313
Other provisions	3,975	3,502
Deferred tax liabilities	3,846	3,420
Financial indebtedness	12,098	11,839
Other noncurrent liabilities	1,316	1,197
Total	30,817	27,271
Current liabilities		
Accounts payable, trade	5,494	4,861
Provisions	3,377	2,844
Tax liabilities	1,481	1,079
Financial indebtedness	4,006	3,545
Other current liabilities	3,906	3,564
Total	18,264	15,893
Total stockholders' equity and liabilities	79,058	71,359

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**The following shall replace the table below the heading “Consolidated statements of recognized income and expense” on pp. 47 and 48 of the Prospectus:**

Income and expense items (million EUR)		
	Jan. 1, 2015 – March 31, 2015	Jan. 1, 2014 - March 31, 2014*
Income before minority interest	1,288	1,526
Remeasurement for defined benefit assets	(2,129)	(1,006)
Deferred taxes for items that will not be reclassified to the statement of income at a later date	677	307
Income and expense recognized directly in equity that will not be reclassified to the statement of income at a later date	(1,452)	(699)
Unrealized gains/losses from fair value changes in available-for-sale securities	7	(5)
Fair value changes in available-for-sale securities, net	7	(5)
Unrealized gains/losses from future cash flow hedges	78	(115)
Reclassification of realized gains/losses recognized in the income statement	(50)	36
Cash flow hedges, net	28	(79)
Translation adjustment	1,913	(133)
Deferred taxes for items that will be reclassified to the statement of income	(54)	21
Income and expense recognized directly in equity that will be reclassified to the statement of income at a later date	1,894	(196)
Minority interests	111	(25)
Total income and expense recognized directly in equity	553	(920)
Income before minority interests and income and expense recognized directly in equity	1,841	606
Thereof attributable to shareholders of BASF SE	1,616	569
Thereof attributable to minority interests	225	37
* The figures for the first quarter of 2014 have been adjusted to reflect the dissolution of the gas trading disposal group at the end of 2014.		



***The following shall replace the first paragraph in the section “MAJOR SHAREHOLDERS” on p. 73 of the Prospectus:***

“On June 8, 2015, BlackRock, Inc., Wilmington, DE, U.S.A., (“BlackRock”) informed BASF SE that on June 4, 2015, the share of the voting rights directly or indirectly held by BlackRock in BASF amounted to 6.45 %, pursuant to §§ 21 and 22 of the German Securities Trading Act (WpHG).

On May 11, 2015, BASF SE was notified that the percentage holding of the voting rights of the Norges Bank (the Central Bank of Norway), Oslo, Norway, in BASF SE exceeded the threshold of 3 % through acquisition and amounts to 3.32 % on May 8, 2015, directly held by Norges Bank pursuant to § 21 para. 1 of the German Securities Trading Act (WpHG).”

***The following shall replace the entire text below the heading “SIGNIFICANT CHANGES/TREND INFORMATION” on p. 74 of the Prospectus:***

“There have been no significant changes in the financial or trading position of BASF Group since March 31, 2015. There has been no material adverse change in the prospects of BASF Group since December 31, 2014.”

***The following shall replace the entire section “OUTLOOK FOR 2015” on p. 74 of the Prospectus:***

“

## **OUTLOOK FOR 2015**

BASF expects the global economy to grow by 2.8% in 2015, somewhat faster than in 2014 (+2.5%). Yet the risks remain high. BASF confirms its outlook for the full year: BASF aims to perform well and slightly increase sales in a volatile and challenging environment. Income from operations before special items will likely match the level of the previous year.

### *Opportunities and risks*

Overall economic development as well as exchange rate and margin volatility present both opportunities and risks. In 2015, opportunities may arise from the continued growth of the global economy and from the development of key customer industries, as well as through exchange rate and margin volatility.

BASF also sees opportunities in the implementation of its “We create chemistry” strategy and in further improving its operational excellence, as well as strengthening research and development. BASF intends to continue to concentrate on expanding its business in growth markets as well as on innovations, portfolio optimization, restructuring and increasing efficiency.

Yet there are also risks to the development of BASF’s business. These include an economic slowdown in China and uncertainty as to growth in Europe. Risks can also lurk in exchange rate and margin volatility as well as in the development of BASF’s key customer industries. The statements on opportunities and risks made in the Prospectus remain valid.

### *Forecast*

BASF’s expectations for the global economic environment in 2015 remain unchanged:

- Growth of gross domestic product: 2.8%

- Growth in industrial production: 3.6%
- Growth in chemical production: 4.2%
- An average euro/dollar exchange rate of \$1.20 per euro
- An average oil price for the year of \$60 to \$70 per barrel

BASF Group sales are expected to increase slightly in 2015, largely supported by the sales growth anticipated in the Functional Materials & Solutions and Performance Products segments. BASF aims to raise sales volumes overall, excluding the effects of acquisitions and divestitures. Income from operations before special items in 2015 will likely match the previous year's level. BASF anticipates larger contributions from its chemicals and crop protection businesses, whereas earnings in the Oil & Gas segment are expected to decrease considerably due to the lower price of oil. BASF expects a slight decline in income from operations. In 2014, high levels of special income arose primarily from the disposal of BASF's 50% share in Styrolution Holding GmbH. As a result, there is likely to be a considerable decline in EBIT after cost of capital.

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## **2. Supplemental information pertaining to the DOCUMENTS INCORPORATED BY REFERENCE**

***The following shall be added as additional item (k) to the section “Documents Incorporated by Reference” on p. 195 of the Prospectus:***

“(k) The unaudited consolidated interim financial statements of BASF Group as of March 31, 2015, contained in the BASF Interim Report 1st Quarter 2015 on pages 15-35, are incorporated by reference into this Prospectus.”

***The following shall be added to the table relating to BASF Group in the section “Cross-reference list of Documents incorporated by Reference” on p. 195 of the Prospectus:***

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<u>Page</u>	<u>Section of Prospectus</u>	<u>Document incorporated by reference</u>
41	BASF Group, Financial Information	Interim Report 1st Quarter 2015 of BASF Group, (p. 15 – p. 35) Consolidated balance sheet, (p. 17) Consolidated statements of income, (p. 15) Consolidated statements of cash flows, (p. 18) Notes, (p. 21 – p. 35)

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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.

### **Availability of incorporated Documents**

Any document incorporated herein by reference can be obtained without charge at the offices of BASF as set out at the end of the Prospectus. In addition, such documents will be available free of charge from the principal office in Luxembourg of Deutsche Bank Luxembourg S.A. for Notes listed on the official list of and admitted to trading on the regulated market of the Luxembourg Stock Exchange and will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).