

ATTENDING THE ANNUAL MEETING AND PROXIES

Shareholders who wish to attend the Annual Meeting of BASF SE and exercise their voting right require an admission ticket. This can be obtained from your depository bank. With this admission ticket, it is possible for you

- a) to attend the Annual Meeting in person and exercise your voting right or
- b) to be represented by a third party and to authorize the latter by post, by telefax or electronically to attend the Annual Meeting and exercise your voting right or
- c) to authorize by post, per telefax or electronically the proxies appointed by our company to vote for you according to your instructions.

The power of attorney and instructions are issued electronically via an Internet-assisted power of attorney and instructions system, to which you obtain access with the data on your admission ticket.

1. Personal attendance/registration in the Congress Center Rosengarten, Mannheim

In the event that you attend the Annual Meeting in person, please present the admission ticket form on the day of the Annual Meeting in the Congress Center Rosengarten, Mannheim. In exchange for the admission ticket, you will be handed a voting ticket block. In order to establish the exact number of shareholders present, we would ask you to present all the admission tickets in your possession.

In the interest of all those attending the Annual Meeting, we will – as in past years – be carrying out comprehensive security measures. In connection with checks on people and bags, dangerous items such as penknives and scissors for example must be left with us for the duration of the Annual Meeting; such items can be collected from our safekeeping after the Annual Meeting. In order to avoid unnecessary delays and waiting times at the admission checks, please refrain from bringing such dangerous items with you.

2. Attendance by an authorized representative of your choice

In the event that you wish to be represented by a third party, please complete the power of attorney printed on the reverse of the top section of the admission ticket, sign it and give or fax the admission ticket form to your authorized representative. On the day of the Annual Meeting, your authorized representative must register as described in Section 1 by presenting the admission ticket/power of attorney. Alternatively to the authorization in writing or by telefax, you can also authorize a third party electronically to attend the Annual Meeting. We provide you with an Internet-assisted power of attorney and instructions system for this purpose (cf. Section 4 below). Please inform your authorized representative about this authorization. Your authorized representative must be able to produce identification (for example by an identity card or passport).

3. Issuing power of attorney and instructions to the proxies appointed by our company

In the event that you do not wish to attend the Annual Meeting in person and do not want to authorize a third person to attend in person, we offer you the possibility of voting through proxies appointed by our company. You can authorize these proxies by post or by telefax. Ms. Melanie Nett and Ms. Heike Leibfried have been appointed proxies with the sole right of proxy. Both ladies are employees of BASF SE. Please note that the two proxies are authorized to exercise your voting right only if you have given them express instructions. If you issue a power of attorney but no instructions, the proxies cannot represent you at the Annual Meeting. The proxies are obligated to vote according to your instructions. Other instructions, as for example objections to the minutes, cannot be accepted by the proxies.

For the issue of the power of attorney and instructions by post or telefax to the proxies appointed by our company, please first order an admission ticket in your name from your bank using the order form of your depository bank. On receiving it, please complete in full the bottom section and optionally the reverse of the admission ticket form with your instructions and send it in the postage-paid envelope

enclosed with the admission ticket to reach the following address not later than Wednesday, April 28, 2010:

BASF SE
ZFK/VS – C 100
67056 Ludwigshafen
Germany

or fax it to the telefax number below:
Telefax: +49 621 60-20583.

For this reason, shareholders should order their admission ticket as soon as possible from the depository bank for each deposit account. Please do not separate the power of attorney and instruction section from the rest of the admission ticket, since it is required for the machine processing. Please also note that, in the case of the authorization by telefax, the **front and reverse** of the admission ticket form are sent to the proxies.

You can also issue power of attorney and instructions to the proxies **electronically** via the Internet-assisted power of attorney and instructions system prior to and during the Annual Meeting (cf. Section 4 below).

4. Electronic power of attorney and instructions system

Powers of attorney and instructions via our Internet-assisted power of attorney and instructions system should be issued as soon as possible. The electronic authorization of a third party or the proxies appointed by our company must be made not later than on the day of the Annual Meeting up to the beginning of voting.

4.1 First registration to the system

From April 12, 2010, you can obtain access via the company's Internet site at basf.com/annualmeeting. There first enter the five-digit number of your admission ticket and the adjoining single-digit check figure: Admission ticket No./check figure [_____] [__].

After clicking on the REGISTER button on the screen, you will be asked in the following screen mask to enter your personal data such as first name, name, place of residence and the number of shares. Please enter the necessary data in the fields provided for this purpose in **exactly the same**

way as they appear on the admission ticket. This also applies if your name or place of residence has possibly been spelt incorrectly. Please make certain that you do not enter any titles, additions to names, etc. in the "First name" or "Surname" fields. After you have checked your details, click on REGISTER.

You will now be issued with a personal eight-digit access code that you should note or print out. You will need this access code together with the admission ticket number and the check figure whenever you wish to access the system again. Then click on PROCEED and acknowledge that you have read our legal information and exclusion of liability by clicking on the box. Then click on PROCEED again. On the following page, select either the screen button ISSUE POWER OF ATTORNEY AND INSTRUCTIONS TO THE PROXIES or POWER OF ATTORNEY TO THIRD PARTIES.

4.2 Electronic issue of power of attorney and instructions to proxies/changes and revocation

After you have selected the option ISSUE POWER OF ATTORNEY AND INSTRUCTIONS TO THE PROXIES, the page "Issue power of attorney" opens. By clicking on the screen button ISSUE POWER OF ATTORNEY, you first authorize the proxies who have been appointed by BASF SE by name.

After clicking on the PROCEED button, you come to the page "Issue instructions". Here you have the choice of approving the administration's proposals as a whole or of issuing instructions on each individual item of the Agenda (click on YES, NO or ABSTENTION as applicable). After you have issued all your instructions, click on CONFIRM INSTRUCTIONS.

A control view now appears for you to check your instruction data. If your instructions are shown correctly, click on ISSUE INSTRUCTIONS, otherwise on CHANGE INSTRUCTIONS. The confirmation of the instructions that follows can be printed out for documentation purposes.

You can revoke the electronic power of attorney that you have issued or change your instructions. You will be given renewed access to the power of attorney and instructions system, if you enter the number of your admission ticket, the check figure and the personal access code allocated to you when you first registered with the system. Any revocation or changes must have been received not later than at the beginning of voting on the day of the Annual Meeting.

4.3 Electronic issue of power of attorney to a third party/ revocation

After you have selected the option ISSUE POWER OF ATTORNEY TO THIRD PARTIES, the page “Authorization of third parties” will open. Please enter the name and place of residence of the authorized representative there and then click on ISSUE POWER OF ATTORNEY. You will then receive confirmation of the issue of power of attorney, which you can print out for documentation purposes. You then end the dialogue with the LOG-OFF button.

Please note that, when you are authorizing a third party electronically, the latter must be willing to attend the Annual Meeting in person and must participate in exercising the voting right at the voting. Please therefore make appropriate arrangements with your authorized representative. You can also revoke the power of attorney that you have issued electronically to a third party by using the power of attorney and instructions system. The renewed access to the system is described in Section 4.1. The revocation must be received not later than at the beginning of voting on the day of the Annual Meeting. Please inform your authorized representative about the revocation.

5. Technical requirements

The Internet-assisted power of attorney and instructions system is opened in a separate window. In the event that this does not function in your case, please make certain that your browser-internal popup blocker permits this access. You will find further details of this in the online help of your browser.

In order to be able to use the Internet-assisted electronic power of attorney and instructions system, your browser must support the 128-bit SSL encryption.

If your browser does not support this encryption, you can download a current version of the Microsoft Internet Explorer (www.microsoft.com/germany) from the Internet.

6. Internet transmission of the Annual Meeting

The speech by the Chairman of the Board of Executive Directors of BASF SE will be transmitted on the Internet on April 29, 2010 and be accessible to everyone.

7. Legal information and exclusion of liability

In the event that you issue power of attorney and instructions to the proxies appointed by the company either by post, by telefax or electronically through the Internet, we deem the instructions with the power of attorney transmitted by post or by telefax as binding regardless of the date of receipt.

It is not possible to use the proxies appointed by the company for participating in the voting on procedural motions at the Annual Meeting, on countermotions put forward at the Annual Meeting or on motions that have not been notified in the run-up to the Annual Meeting.

The stability and availability of the Internet-assisted power of attorney and instructions system provided by our company for the Annual Meeting can be subject to fluctuations according to the state of the art. BASF SE and the proxies appointed by the company have no influence on the availability and functioning of the telecommunication networks or the Internet services of third parties that are used. Therefore BASF SE and the proxies cannot accept any guarantee or liability for the functioning, availability or stability of the Internet-assisted power of attorney and instruction system, the access to this system or the network elements of third parties that are used.

8. Do you still have questions about proxies?

If you have any questions about proxy voting or about technical problems in using the electronic power of attorney and instructions system, please call **0621 60-43449** (from Germany) or **+49 621 60-43449** (from abroad).

Ludwigshafen, in March 2010

BASF SE

BRIEF INSTRUCTIONS

Shareholders who wish to attend the Annual Meeting of BASF SE and exercise their voting rights need an admission ticket. Please request this from your depository bank as soon as possible.

Ordering admission tickets



- Complete and sign order form
- Return to your bank by fax, post or personally
- The admission ticket will be sent to you by post

After receiving the admission ticket, you have the following options:

1. Personal attendance



This year's Annual Meeting of BASF SE will be held on Thursday, April 29, 2010, at 10:00 a.m. in the Congress Center Rosengarten, Mannheim. Please present the admission ticket form at the admission check.

Please note that the Congress Center Rosengarten is situated within the environment zone established by the municipal authorities of Mannheim and therefore only automobiles with a valid particulate matter sticker can enter it. Those attending the Annual Meeting who approach Mannheim on the A 656 motorway and use the signposted Park & Ride car park at Mannheim Landesmuseum do not need a particulate matter sticker.

2. Authorization of a representative of your choice

a) by post or by telefax



Complete the power of attorney printed on the reverse of the top section and give or fax the admission ticket form to your representative for attending the Annual Meeting. If the transmission is by fax, please make sure that your representative receives both the front and reverse of the form.



b) electronically using the Internet

until April 29, 2010 (beginning of voting)

under basf.com/annualmeeting. You need the number of the admission ticket with the check figure for this purpose.

3. Issue of power of attorney and instructions to the proxies of BASF SE



a) by post or by telefax

until April 28, 2010 (incoming mail)

Complete the admission ticket form with your instructions in full and send it by post or telefax to

BASF SE
ZFK/VS – C 100
67056 Ludwigshafen
Germany
Telefax: +49 621 60-20583.

If transmission is by telefax, please make sure that the front and reverse of the form are sent.



b) electronically using the Internet

until April 29, 2010 (beginning of voting)

under basf.com/annualmeeting. You need the number of the admission ticket with the check figure for this purpose.

Questions?

If you have any questions about proxy voting, please call tel. No. + 49 621 60-43449.

You will find further details about attendance at the Annual Meeting and proxy voting on pages 11 – 13.