

Invitation to the Annual Meeting 2010

BASF SE
April 29, 2010
Congress Center Rosengarten,
Mannheim

 **BASF**
The Chemical Company

March 18, 2010

Dear shareholders,

Please accept our cordial invitation to this year's ordinary Annual Meeting of BASF SE on Thursday, April 29, 2010, 10:00 a.m., in the Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim, Germany.

With this letter you will find the notice of the Annual Meeting that was published in the electronic Federal German Gazette with the detailed Agenda of the Annual Meeting required by law and an explanation of the remuneration system for members of the Board of Executive Directors of BASF SE.

We would like to provide the following supplementary information on Items 6 to 9 of the Agenda:

The shares of a European company (Societas Europaea, SE) can be either registered shares or bearer shares. Both forms of share are widespread and established. This also applies to major public companies with a large number of shareholders. BASF SE's shares have up to now been bearer shares.

We propose under **Item 6** of the Agenda to change the shares to registered shares in order to provide greater transparency of the shareholder structure and to make it easier for the company to contact its shareholders. In order to complete the full change to registered shares, the Statutes are to be adapted as proposed in Item 6 of the Agenda.

After the change from bearer to registered shares proposed under Item 6 of the Agenda, we want to be in a position to transmit the notice of the Annual Meeting and the Agenda if required in electronic form to the shareholders recorded in the share register, namely by sending e-mails.

The condition for this is that the shareholders:

- have expressly agreed to transmission by telecommunication; or
- have not opposed a request for approval in text form within a reasonable period, and
- do not revoke this approval at a later date.

It is also necessary that

- the Annual Meeting has approved this kind of transmission (Section 30 b (3), No. 1a, of the German Securities Trading Act).

An appropriate resolution is proposed for adoption under **Item 7** of the Agenda.

The German Act on the Appropriate Remuneration of Board Members of July 31, 2009 makes it possible for the Annual Meeting to adopt a resolution on the approval of the system of remunerating the members of the Board of Executive Directors (Art. 9 SE Regulation in combination with Section 120 (4) of the German Stock Corporation Act). It is proposed under **Item 8** of the Agenda that the system of remuneration of the members of the Board of Executive Directors of BASF SE explained in an annex to the notice should be approved.

As the result of the German Act on the Implementation of the Shareholders' Rights Directive of July 30, 2009, the German Stock Corporation Act inter alia was amended regarding the exercise of shareholders' rights at the Annual Meeting. Under **Item 9** of the Agenda, the regulations of the Statutes regarding the calculation of a time limit, issue of power of attorney and chairmanship of a meeting are to be adapted to the new legal situation. Each of the three resolutions for adoption are to be voted on separately under Item 9 a to c of the Agenda.

Attendance and proxies

We have a particular interest again this year in our shareholders exercising their rights to vote and safeguarding their other rights at the Annual Meeting.

Shareholders who do not attend the Annual Meeting in person can exercise their voting rights – as usual – either through a proxy of their choice (for example a bank or an association of shareholders) or by issuing a power of attorney to one of the proxies appointed by our company. In the latter case, the power of attorney must contain instructions on the exercise of the voting right.

Authorizing the proxies of our company can be of interest to you particularly if your depository bank refuses to exercise your right to vote at the Annual Meeting.

We would like to point out that even if you cannot or do not wish to attend the Annual Meeting in person, you first need an admission ticket to authorize the proxies appointed by our company. You will find further information on proxies from page 11: **“Attending the Annual Meeting and Proxies”**.

A short report (BASF in Brief) on the financial year 2009 is enclosed. BASF in Brief also contains the key financial data. Once again we are not sending the Financial Statements of BASF SE or the BASF Report 2009 with the complete BASF Group Consolidated Financial Statements. All these documents together with all other information about the Annual Meeting can be viewed on the Internet under basf.com/annualmeeting. The BASF Report 2009 will be sent to any shareholder on request. For this purpose, please contact the address specified in the notice of the Annual Meeting.

Very truly yours

BASF SE



Hambrecht



Bock

INVITATION AND AGENDA

We hereby give notice of this year's Annual Meeting of BASF SE on Thursday, April 29, 2010, 10:00 a.m., at the Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim, Germany.

I. Agenda

1. Presentation of the Financial Statements of BASF SE and the BASF Group for the financial year 2009; presentation of the Management's Analyses of BASF SE and the BASF Group for the financial year 2009 including the explanatory reports on the data according to Section 289 (4) and Section 315 (4) of the German Commercial Code; presentation of the Report of the Supervisory Board

2. Adoption of a resolution on the appropriation of profit

The Board of Executive Directors and the Supervisory Board propose to pay a dividend of € 1.70 per qualifying share from the profit retained by BASF SE in the financial year 2009 in the amount of € 2,176,499,635.06.

If the shareholders approve this proposal, a total dividend of € 1,561,413,779.80 will be payable on the 918,478,694 qualifying shares as of the date of approval of the Financial Statements for the financial year 2009 (February 23, 2010).

The Board of Executive Directors and the Supervisory Board propose that the remaining profit retained of € 615,085,855.26 be carried forward.

3. Adoption of a resolution giving formal approval to the actions of the members of the Supervisory Board

The Board of Executive Directors and the Supervisory Board propose that formal approval be given to the members of the Supervisory Board of BASF SE for the financial year 2009.

4. Adoption of a resolution giving formal approval to the actions of the members of the Board of Executive Directors

The Supervisory Board and the Board of Executive Directors propose that formal approval be given to the members of the Board of Executive Directors of BASF SE for the financial year 2009.

5. Election of the auditor for the financial year 2010

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt, should be elected auditor of the Financial Statements and the Group Consolidated Financial Statements of BASF SE for the financial year 2010.

6. Adoption of a resolution on the change of bearer shares to registered shares and appropriate amendment of the Statutes

The Board of Executive Directors and the Supervisory Board propose that the following resolution should be adopted:

(a) The shares of the company made out to bearer existing on the coming into effect of the amendment to the Statutes under (b) below should be changed to registered shares while retaining the previous denomination of shares.

(b) Article 5, No. 4, Sentence 1, of the Statutes is amended so that the words "made out to bearer" are replaced by the words "registered", and the whole is reworded as follows:

"The shares are registered shares."

(c) Article 17 No. 1 of the Statutes is changed and reworded as follows:

"The right to attend and vote at an Annual Meeting shall be restricted to those shareholders who
(a) have registered in time and
(b) are recorded for the notified shares in the share register."

7. Approval of the transmission of information by telecommunication and appropriate amendment of the Statutes

The Board of Executive Directors and the Supervisory Board propose that the following resolution should be adopted:

(a) The company is also authorized to transmit information to shareholders by telecommunication.

(b) The Statutes are amended as follows:

(1) The heading of Article 4 is reworded as follows:
“Announcements and transmission of information”

(2) Article 4 is supplemented by the following sentence 2:
“The company is authorized to transmit information to shareholders also by telecommunication.”

8. Adoption of a resolution on the approval of the system of the remuneration of the members of the Board of Executive Directors

The Supervisory Board proposes that the following resolution should be adopted:

“The system of the remuneration of the members of the Board of Executive Directors of BASF SE will be approved.”

The remuneration system for the members of the Board of Executive Directors of the company is explained in the report attached to this notice. It is oriented to a performance related remuneration system developed by the Board of Executive Directors for all employees of the company.

9. Adoption of a resolution on the amendment of Articles 17, Nos. 2 and 3, and 18, No. 2, of the Statutes

The Supervisory Board and the Board of Executive Directors propose that the following resolutions should be adopted:

(a) Article 17, No. 2, of the Statutes is canceled. The numbering of the following numbers is adjusted accordingly.

(b) Article 17, No. 3, of the Statutes is amended and reworded as follows:

“Shareholders may authorize a proxy to exercise their voting rights. The issue of the power of attorney, its revocation and evidence of the authorization vis-à-vis the company require the text form. The details for the issue of this power of attorney, its revocation and its evidence vis-à-vis the company are announced in the notice of meeting in which relaxation of the text form can also be specified.”

(c) Article 18, No. 2, of the Statutes is supplemented by the following new sentence 4:

“The chairman of the Annual Meeting is authorized to permit the visual or sound transmission of the whole or part of the Annual Meeting in a way to be determined by him in more detail.”

II. Further details of the Annual Meeting

1. Requirements for attending the Annual Meeting and exercising the voting right and procedures for proxy voting

The only persons who are entitled to attend the Annual Meeting and exercise their voting rights are those who are shareholders of the company at the beginning of the 21st day before the Annual Meeting, i.e., on April 8, 2010, midnight (closing date for evidence) and register for the Annual Meeting. The registration, together with evidence of the share holding issued by the depository bank or financial services institute on the closing date for evidence must be received by the registration office specified below not later than the end of April 22, 2010. The registration and the evidence of the share holding must be in German or English. The text form is sufficient for the evidence.

The address of the registration office specified above is:

BASF SE
c/o Deutsche Bank AG
– General Meetings –
Postfach 20 01 07
60605 Frankfurt/Main
Germany
Telefax: +49 69 12012-86045
E-Mail: WP.HV@Xchanging.com

After the registration and evidence of the share holding have been received, the shareholders will be sent admission tickets by the registration office for attending the Annual Meeting. In order to ensure that the admission tickets are received in good time, we would ask shareholders to ask their depository institute for an admission ticket as soon as possible. The necessary registration and the sending of the evidence of the relevant share holding will be carried out in these cases by the depository institute.

Shareholders who do not wish to attend the Annual Meeting personally can have their voting rights exercised by an authorized representative, for example by a bank, an association of shareholders or by the proxies appointed by the company. Punctual registration and evidence of the shareholding are necessary in this case as well. The admission ticket serves also as a power of attorney form. The issue of the power of attorney, its revocation and evidence of the authorization vis-à-vis the company need to be in writing. For the authorization of banks, associations of shareholders or persons who have equal status to these according to Section 135 (8) of the German Stock Corporation Act, special conditions need to be observed as a rule and information should be obtained about them from the representative to be authorized.

The proxies appointed by the company must be issued not only with a power of attorney but also with instructions for the exercise of the voting right. The proxies are obligated to vote according to the instructions; they cannot exercise the voting rights at their own discretion.

Powers of attorney and instructions, the revocation of powers of attorney and evidence of the authorization can also be transmitted electronically via an Internet-assisted power of attorney and instructions system. The shareholders can receive access to this under basf.com/annualmeeting.

The shareholders will be sent further details on attending the Annual Meeting and on the issue of power of attorney and instructions together with this notice of meeting. Appropriate information may also be viewed on the Internet under basf.com/annualmeeting.

2. BASF Report and further documents

The reports and financial statements specified under Item 1 of the Agenda have been published with further documents on the Annual Meeting on the Internet under basf.com/annualmeeting and may be viewed there.

A copy of the BASF Report 2009 with the BASF Group Consolidated Financial Statements will be sent to any shareholder free of charge on request. For this purpose, please contact

BASF SE
Mediencenter, GP/MS – D 107
67056 Ludwigshafen, Germany
Telephone: +49 621 60-91827
Internet: basf.com/mediaorders

3. Supplementary motions to the Agenda at the request of a minority according to Section 122 (2) of the German Stock Corporation Act

Shareholders whose holdings together reach the twentieth part of the share capital or the prorata sum of € 500,000 (this is equivalent to 390,625 shares), can request that items should be placed on the Agenda and announced. Each new item must be accompanied by a reason or draft resolution. The request must have been received by the company by the end of March 29, 2010. Supplements to the Agenda to be announced will – provided that they have not already been announced with the notice of meeting – be published and announced in the electronic Federal German Gazette and in the Internet under basf.com/annualmeeting promptly after the request has been received.

4. Motions and electoral proposals by shareholders according to Sections 126 (1) and 127 of the German Stock Corporation Act

Counter motions with reasons against a proposal by the Board of Executive Directors and Supervisory Board on a specific item of the Agenda and electoral proposals must be sent only to the address below. Counter motions and electoral proposals sent to other addresses will not be taken into consideration.

BASF SE
Central Legal Department, ZRR - D 100
67056 Ludwigshafen, Germany
Telefax: +49 621 60-6641475
or +49 621 60-6645002
E-Mail: HV2010@basf.com

Counter motions and electoral proposals that are to be made accessible according to the German Stock Corporation Act and are received up to the end of April 14, 2010 at the above address with evidence of shareholder status will be published promptly in the Internet under basf.com/annualmeeting. Any statements by the administration will also be published under the above Internet address.

5. Total number of shares and voting rights

At the time of notice of meeting, 918,478,694 shares of the total 918,478,694 shares of the company that have been issued are authorized to attend the Annual Meeting and vote.

6. Right of the shareholder to information according to Section 131 (1) of the German Stock Corporation Act

On request, any shareholder must be given information by the Board of Executive Directors in the Annual Meeting about company matters including the legal business relations with associated companies and on the situation of the Group and of the companies covered by the Group Consolidated Financial Statements, provided that it is required for the factual assessment of the item of the Agenda.

7. Information on the company's Internet page

This notice of meeting, the documents to be made accessible and motions of shareholders as well as further information are to be found on the company's Internet page under basf.com/annualmeeting. The notice of meeting is published in the electronic Federal German Gazette of March 18, 2010.

III. Explanation of Item 8 of the Agenda: system of the remuneration of members of the Board of Executive Directors

The remuneration of the Board of Executive Directors of BASF SE is directed at promoting sustainable corporate development. It is marked by a pronounced variability in relation to the BASF Group's return on assets and the performance of the Board of Executive Directors. The system and the level of the remuneration of the Board of Executive Directors will continue to be reviewed and adjusted by the Supervisory Board at regular intervals.

The system of the remuneration of the Board of Executive Directors, applying uniformly to all members of the Board of Executive Directors from January 01, 2010, was resolved by the Supervisory Board at its meeting on October 22, 2009 at the suggestion of the Nomination Committee. It contains the following components:

1. a fixed annual salary,
2. a variable remuneration in the form
 - a) of a bonus and
 - b) a share price-based long-term element,
3. benefits in kind and other remuneration components,
4. a company retirement pension, and
5. benefits at the end of service on the Board of Executive Directors in special cases.

The remuneration components are shown in detail below:

1. Fixed annual salary

The fixed annual salary is at present 550,000 euros for an ordinary member of the Board of Executive Directors. The figure for the chairman of the Board of Executive Directors is twice this value. In the event that a vice chairman is nominated, the figure for him is 1.33 times the value.

2. Variable remuneration

a) Bonus

The bonus is determined on the basis of the return on assets, after the deduction of special effects, if any, and the sustainable performance of the whole Board of Executive Directors and is payable after the ordinary Annual Meeting for the past financial year. Each of the individual values of the return on assets is then assigned a target bonus. The ratio of the fixed remuneration to the bonus is adjusted in such a way that, if the long-term return target of at present 12% of the return on assets is achieved, the target bonus is twice the fixed annual salary (at present 1,100,000 euros). There is no linear dependence between the return on assets and bonus. In case the return on assets is less than 12%, the target bonus will decrease disproportionately. In case of a higher return on assets, the target bonus will increase at a relatively lower rate.

In order to assess the sustainable performance of the Board of Executive Directors, the Supervisory Board annually agrees with the whole Board of Executive Directors an objective that primarily contains the medium- and long-term goals. In particular cases the Supervisory Board may agree upon specific performance goals with individual members of the Board of Executive Directors. What is known as a performance factor is determined on the basis of the goal achievement ascertained by the Supervisory Board. The performance factor is between 0 for a goal achievement of $\leq 50\%$ and 1.5 for a goal achievement of $\geq 125\%$. The factor is 1 if the goal achievement is 100%.

The bonus to be paid is calculated by multiplying the target bonus value for the particular return on assets by the performance factor. The bonus for a year is limited to a maximum of 2.0 million euros. In the event of extraordinary, negative developments, the Supervisory Board can fix the bonus at a reasonable, lower amount according to its best judgment.

The target bonus and maximum bonus are twice the ordinary values for the chairman of the Board of Executive Directors and 1.33 times the value for the vice chairman.

b) Share price-based long-term element

As an element with a long-term effect, BASF offers the members of the Board of Executive Directors as well as all other Senior Executives in the BASF Group a share price-based remuneration program (what is known as Long-Term-Incentive or LTI Program).

This program provides for the grant of virtual share options. After exercising their option rights, those taking part are paid the computed value of the rights in cash (cash settlement). The condition for taking part in the program is the participant's own investment in BASF shares. Each participant must undertake to keep a certain number of BASF shares for two years after the grant of the option. The participant receives four option rights per invested share. The number of shares with which the participants can take part in the program depends on their variable gross remuneration for the previous year in question, i.e., on their bonus in the case of members of the Board of Executive Directors. The participants can themselves determine whether and for what amount between 10% and 30% of the variable remuneration BASF shares are to be committed. This amount is converted to the corresponding number of shares at the price of the BASF share on the stock exchange on a certain reference date (basic price). If the participants sell the shares during the holding period, they lose the option rights granted for these shares.

Each option right contains two partial rights (A and B), whose value is oriented to various success goals (hurdles): Partial right A retains its value if the price of the BASF share rises by more than 30% vis-à-vis the basic price (absolute hurdle). Partial right B retains its value if the performance of the BASF share is better than that of the MSCI World Chemicals IndexSM, calculated in local currency (relative hurdle).

For the members of the Board of Executive Directors, the long-term direction of the program is significantly strengthened vis-à-vis the conditions applying to the other participants. They are committed to participate in an LTI program offered for the particular year with at least 10% of their gross bonus. In view of this binding own investment, an extended holding period of

four years applies. The members of the Board of Executive Directors can exercise their option rights at the earliest four years after they have been granted (waiting period). After that, exercising is possible within a period of a further four years (exercise phase). Even during the exercise phase, it is not possible to exercise options within certain waiting periods (closed periods).

The gross exercise profit that the participant can achieve as a whole during his exercise of the option is limited to ten times his own investment (in euros). The net exercise profit (gross exercise profit after deduction of the individual taxes on the income) is paid to the participant in cash (cash settlement).

3. Benefits in kind and other remuneration components, pecuniary loss liability insurance

The members of the Board of Executive Directors are provided with traffic and communication means and security measures. The company refunds the premiums for a reasonable accident insurance. Members of the Board of Executive Directors working abroad receive delegation allowances as laid down in the company's Delegation Guideline.

The members of the Board of Executive Directors are also included in a pecuniary loss liability insurance concluded by the company (what is known as a D&O insurance) to cover risks from their professional work. The legally stipulated self-insured retention will apply from July 1, 2010.

4. Company retirement pension

The company retirement pension for members of the Board of Executive Directors ("Performance Pension Board of Executive Directors") provides for payments on termination of employment at the age of 60 (old age pension) or on account of disability (disability pension) or death (surviving dependents' pension).

The entitlement to a pension of a member of the Board of Executive Directors consists of pension modules that he has acquired in the course of his membership of the Board of Executive Directors. The level of the particular annual pension module is determined by the fixed annual salary, the return on assets and the goal achievement fixed by the Supervisory Board.

The annual pension module is made up of a fixed part relating to the difference between the fixed annual salary and the particular current contribution assessment ceiling in the statutory pension scheme and a variable part. This is obtained by multiplying the fixed part by a return on assets factor and a performance factor, which is also decisive for the bonus.

The individual annual pension modules are added together and produce the pension payment in the event of a pension.

In the event that, after leaving the company, the member of the Board of Executive Directors takes on other independent or dependent employment, the company is entitled to credit his emoluments from this against the pension emoluments until he reaches the statutory pensionable age. The assumption of supervisory board, advisory council and comparable offices as well as scientific teaching is an exception to this credit regulation.

Further, the members of the Board of Executive Directors are members of the BASF Pensionskasse VVaG. The payment of contributions and pension payments are determined by the fund's statutes, which apply to all employees of BASF SE, and the general insurance conditions.

5. Benefits at the end of service on the Board of Executive Directors in special cases

a) Retirement before the age of 60

In the event that a member of the Board of Executive Directors retires from employment before the age of 60, because his appointment was either not extended or revoked for an important reason, without him having given cause to this through culpable conduct, he receives from this date a pension in accordance with the "Performance Pension Board of Executive Directors", if he has already been a member of the Board of Executive Directors for ten years on the date of his retirement or the period up to reaching the statutory pensionable age is less than 10 years.

The company is entitled to offset emoluments from other independent or dependent employment up to the statutory pensionable age.

b) Retirement in connection with a “Change of Control”

There is a “Change of Control” in the sense of this regulation if a shareholder informs BASF about the ownership of a holding of at least 25% or the increase of such a holding.

In the event that the appointment to the Board of Executive Directors is revoked within one year of a “Change of Control” taking place without the member of the Board of Executive Directors having given cause to this through culpable conduct, he receives the following payments:

- A one-time payment in the amount of a fixed annual salary and the bonus that he would have received up to the regular expiry of office.
- As regards existing rights in connection with the LTI programs, the member of the Board of Executive Directors may either allow these rights to continue to exist according to the program or accept compensation at the time of retirement on the basis of the fair market value.

- For the determination of the accrued pension rights from the “Performance Pension Board of Executive Directors”, the time up to the regular expiry of office is taken into consideration.

In the case of premature termination of membership of the Board of Executive Directors without an important reason, the payments to the member of the Board of Executive Directors including additional benefits must not exceed the value of two annual remunerations (compensation cap) and not provide remuneration for more than the remaining duration of the service contract. If membership of the Board of Executive Directors is terminated prematurely as the result of a “Change of Control”, the payments must not exceed 150% of the compensation cap.

Ludwigshafen, March 18, 2010

BASF SE

The Board of Executive Directors

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.

FURTHER INFORMATION

You can find this and other publications from BASF on the Internet at www.basf.com

You can also order the reports:

- **by telephone:** +49 621 60-91827
- **on the Internet:** basf.com/mediaorders

BASF's Annual Meeting 2010: April 29, 2010
BASF's Annual Meeting 2011: May 6, 2011



BASF supports the worldwide Responsible Care® initiative of the chemical industry.

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