

Countermotions and Electoral Proposals by Shareholders

**Countermotions and Electoral Proposals by Shareholders
to the Annual Shareholders' Meeting of BASF SE on April 30, 2015**

The English version of the following text is only a convenience translation of the German original. Consequently, in case of any deviations, only the German version shall be decisive.

Update: April 15, 2015

Below you find all shareholder proposals (countermotions and electoral proposals by shareholders within the meaning of § 126 and § 127 of the German Stock Corporation Act (AktG)) concerning items on the Agenda of the Annual Shareholders' Meeting 2015 which are required to be disclosed. In each case, the shareholder proposals and their supporting statements represent the views of the shareholders submitting them. Proposals including statements of facts have also been posted on the Internet unchanged and unchecked by us to the extent that they are required to be disclosed.

At the Annual Shareholders' Meeting you may assent to these shareholder proposals by voting "no" to the relevant item of the Agenda, i.e. against the management's proposal. Shareholder proposals that aim not only to reject a proposal put forward by the management but also to bring about an alternative resolution have been marked with a capital letter. Insofar as a separate vote takes place in respect of such shareholder proposals, you can support or object to them by casting your vote for or against the proposal, or you can abstain from voting. If you have authorized either the proxies appointed by BASF SE or someone else to vote on your behalf, please ensure that you provide them with appropriate instructions or adjust your previous instructions accordingly.

Counter-motion
by the Dachverband der Kritischen Aktionärinnen und Aktionäre
for the Annual Shareholders' Meeting of BASF SE on April 30, 2015

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that no formal approval be given to the actions of the members of the Board of Executive Directors of BASF SE for the financial year 2014.

Reason:

In the case of Lonmin, the Board of Executive Directors has not lived up to its responsibility within the supply chain. As can be learnt from the company reports of Lonmin, the third greatest platinum-producing enterprise worldwide, BASF is, beside Mitsubishi, the principal customer of this company, which has its place of operation in South Africa, but its registered office in England. Lonmin refers to BASF as its "principal customer" or "long term cornerstone customer". Moreover, BASF Catalysts LLC and Lonmin are both members of the International Platinum Group Metals Association. For these reasons it is evident that BASF and Lonmin have a close and long-standing trade relationship.

Now, the committal hearings and investigations by the officially appointed "Marikana Commission of Inquiry" implemented in October 2012 subsequent to the Marikana massacre (August 16, 2012) have furnished more than sufficient proof that the decision makers at Lonmin – directly as well as indirectly – are co-responsible for the massacre. Concretely they are being accused of being co-responsible for

1. the murder of 34 striking mine workers and the - partly severe - injuring of 70 employees of the company on site by the South African police on August 16, 2012;
2. the escalation of violence and the murders in the wake of this massacre;
3. the unacceptable, partly inhuman, living, working, and environmental conditions under which the female workers and their Communities have been suffering for generations; the majority of Lonmin's female workers live in corrugated-iron huts without running water, electricity, or linkage to common township services.

The people within the Marikana Commission of Inquiry who are responsible for the taking of evidence accuse Lonmin of repeatedly having ignored and violated its legal responsibilities towards its labor force. In 2006, for example, the company promised to build 5,500 new houses by the year 2011 at the latest, however, not more than three were built. Such empty promises by Lonmin, the miserable infrastructure and the poor pay – also in comparison to other South African platinum companies – finally led to the strike of August 2012. Lonmin strictly refused to fulfill a very simple wish of the strikers: to communicate with them. This proved to be a catastrophic strategic course. The company on the contrary did support, logistically as well as infrastructurally, a highly militarized police operation, which ultimately led to the murders of August 16 – predictably, as has been proved. For this reason, several managing directors of Lonmin have now been indicted for murder and negligent homicide. Moreover, Lonmin Security personnel are responsible for the first escalations of violence and shots at strikers,

which has been rated an unjustified and excessive act by the commission members responsible for the taking of evidence.

More than two and a half years after the greatest massacre of the civil population of South Africa since the end of the Apartheid system, Lonmin is still meeting its responsibility vis-à-vis the families of the killed and the wounded mine workers only reluctantly and in part. Moreover, Lonmin seems to still be lagging behind in terms of sustainability with regard to the environment. The pollution of water and air is well documented.

All these – by now proved – crimes committed by Lonmin violate the corporate management principles BASF is committed to – among others, as a founding member of the UN Global Compact. BASF undertakes to commit its suppliers to comply with these management principles, e.g. human rights, labor standards, social sustainability, environmental impact, too. The “Standards within the Supply Chain” and the “Management within the Supply Chain”, to which BASF has committed itself, still need to be improved, as far as Lonmin is concerned.

In order not to jeopardize its credibility, BASF should take literally its responsibility as Lonmin’s principal customer, support the latter energetically and financially with regard to reparation payments to the families of the 44 people killed in August 2012, give support to the people then wounded, as well as cooperate in sustainable improvements of the local infrastructure. BASF ought, by means of a many-months fact-finding mission, to form its own opinion regarding the living, working and environmental conditions in situ. BASF should establish funds in the amount of 1 million Rand each for the 44 persons killed in August 2012 (3,4 million Euros) and forward the money to the people directly affected as a visible sign for the prompt and consequent implementation of its promises and plans in the context of its “Responsibility in the Supply Chain” principle. August 16, 2105, being the third anniversary of the massacre, would be the suitable date for such a transfer.

Cologne, April 15, 2015

Markus Dufner

Managing Director

Dachverband der Kritischen Aktionärinnen und Aktionäre e.V.

Administration's position on the counter motion

We believe that the counter motion is without merit and recommend a vote against it.