



## Annual Shareholders' Meeting of BASF SE on April 30, 2015

### Information on shareholder rights

(pursuant to § 122 (2), § 126 (1), § 127 and § 131 (1) of the German Stock Corporation Act (AktG))

#### 1. Requests to amend the agenda pursuant to § 122 (2) AktG

Shareholders jointly representing at least one-twentieth of the capital stock or a proportionate ownership of at least EUR 500,000 (equivalent to 390,625 shares of stock) may request that items be placed on the agenda and be disclosed. Each request must be submitted in writing and be accompanied by supporting information or a formal resolution proposal, to be received by the Company no later than midnight (CET) on March 30, 2015.

Unless made public at the time of the Notice of Shareholders' Meeting, requests for agenda amendments that are required to be disclosed are published immediately upon receipt in the German Federal Gazette (*Bundesanzeiger*) and submitted to those media for publication which may be presumed to distribute the information throughout the European Union. In addition, such requests are disclosed on the Internet under [basf.com/generalmeeting](http://basf.com/generalmeeting) and communicated to the shareholders.

The provisions of the German Stock Corporation Act (AktG) and of the Company's Articles of Association underlying these shareholder rights are as follows:

#### § 122 Convening a meeting at the request of a minority (excerpts)

- (1) A shareholders' meeting shall be called if shareholders jointly representing at least one-twentieth of the capital stock request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the capital stock. § 142 (2), sentence 2, shall apply *mutatis mutandis*.
- (2) In the same manner shareholders jointly representing at least one-twentieth of the capital stock or a proportionate ownership of at least EUR 500,000 may request that items be placed on the agenda and be disclosed. Each request must be accompanied by supporting information or a formal resolution proposal. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.

#### 2. Counterproposals and election nominations pursuant to § 126 (1) and § 127 of the German Stock Corporation Act (AktG)

In addition, shareholders may submit to the Company counterproposals to Board of Executive Directors and / or Supervisory Board proposals relating to certain agenda items and make election nominations. All counterproposals must be accompanied by supporting information. Counterproposals, election nominations and other inquiries by shareholders concerning the Annual Shareholders' Meeting must be sent to the address below:

BASF SE  
Central Legal Department, ZRR – D100  
67056 Ludwigshafen  
Germany  
Telefax: +49 621 60-6641475  
or +49 621 60-6643693  
or by e-mail: [hv2015@basf.com](mailto:hv2015@basf.com)

Counterproposals and election nominations by shareholders to be made available, including the shareholders' names and any supporting information to be made available, will be posted on the Internet under [basf.com/generalmeeting](http://basf.com/generalmeeting) upon their receipt. All counterproposals and election nominations relating to items on the present Agenda that are received at the above-mentioned address by midnight (CET) on April 15, 2015 will be considered. Management's discussion, if any, on the counterproposals and election nominations will also be available at the above Internet website.

The provisions of the German Stock Corporation Act underlying these shareholder rights, which also specify under which conditions counterproposals and election nominations need not be made available, read as follows:

§ 126 Motions by shareholders

- (1) Motions by shareholders, including shareholders' names, supporting information and, if any, management's discussion shall be made available to the eligible persons referred to in § 125 (1) through (3) under the conditions specified therein, provided that the shareholder submitted at least 14 days prior to the meeting a counterproposal to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. The day of receipt shall not be counted. In the case of stock exchange listed companies, the required availability shall be provided over the Internet website of the company. § 125 (3) shall apply *mutatis mutandis*.
- (2) A counterproposal and supporting information need not be made accessible if:
  1. the managing board would by reason by such accessibility become criminally liable;
  2. the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles;
  3. the reasons contain statements which are manifestly false or misleading in material respects or which are libelous;
  4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to § 125;
  5. the same counterproposal of such shareholder based on essentially identical supporting information has already been made available pursuant to § 125 to at least two shareholders' meetings less than one-twentieth of the capital stock represented has voted in favor of such counterproposal;
  6. the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting; or
  7. within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his/her behalf a counterproposal communicated by him/her.

The supporting information need not be made accessible if it exceeds a total of 5,000 characters.

- (3) If several shareholders make counterproposals for resolution in respect of the same subject matter, the managing board may combine such counterproposals and the respective supporting information.

§ 127 Election nominations by shareholders

§ 126 shall apply *mutatis mutandis* to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the reasons therefore. The managing board need not make such nomination available even if it fails to contain information pursuant to § 124 (3), 3rd sentence, and § 125 (1), 5th sentence.

**3. Right to obtain information pursuant to § 131 (1) of the German Stock Corporation Act (AktG)**

Every shareholder or shareholder representative present at the Annual Shareholders' Meeting may request from the Board of Executive Directors information on matters concerning the Company, the legal and business relationships between the Company and its affiliated enterprises, and the position of the Group and the Company's consolidated subsidiaries, to the extent that it serves to help make an informed judgment about the agenda item under discussion.

The provisions of the German Stock Corporation Act underlying these shareholder rights, which also specify under which conditions the information need not be provided, read as follows:

§ 131 Right of shareholders to obtain information

- (1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to § 266 (1), 3rd sentence, § 276 or § 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form that would have been used if such provisions on the simplified procedure were not applied. The duty of the managing board of a parent company to provide information (§ 290 (1) and (2) of the German Commercial Code) at the shareholders' meeting at which the consolidated financial statements and management's discussion and analysis of these statements are presented also extend to the consolidated group's position and the affiliated enterprises included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the bylaws pursuant to § 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.
- (3) The managing board may refuse to provide information:
  1. to the extent that providing such information is, according to the sound business judgment, likely to cause material damage to the company or an affiliated enterprise;

2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of § 264 (2) of the German Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
5. if provision thereof would render the managing board criminally liable;
6. insofar as, in the case of credit institutions or financial services institutions, information need not be given on methods of classification and valuation applied and setoffs made in the annual financial statements and management's discussion and analysis thereof;
7. if the information is continuously available on the Internet website of the company for at least seven days prior to the beginning and during the shareholders' meeting.

The provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder by reason of his/her status as a shareholder outside a shareholders' meeting, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The managing board may not refuse to provide such information on the grounds of subsection (3), 1st sentence, no. 1 through 4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290 (1) and (2) of the German Commercial Code), a joint venture (§ 310 (1) of the German Commercial Code) or an associated company (§ 311 (1) of the German Commercial Code) for purposes of the inclusion of the company into the consolidated financial statements of the parent company and such information is needed for such purposes.
- (5) A shareholder who has been denied information may request that his/her question and the reason for which the information was denied be recorded in the minutes of the meeting.

In addition, the chairman of the meeting is authorized to adopt various measures of order and control at the Shareholders' Meeting. This also includes the limitation of the right to speak and ask questions. The underlying provisions of the Company's Articles of Association read as follows:

§ 18 of the Articles of Association of BASF SE (excerpt)

2. The chairman of the General Meeting may determine a sequence of the items of the agenda which deviates from the sequence announced in the agenda. Within the framework of the applicable legal provisions, the chairman shall determine the course of the proceedings at the General Meeting, in particular the sequence of speakers as well as the manner, form and sequence of the voting. At the beginning or in the course of the General Meeting, the chairman may reasonably restrict, in terms of time, the right of shareholders to put questions and to speak; such restriction may be employed for the whole course of the General Meeting, for the discussion on individual items of the agenda as well as for individual questions and speaking contributions.