



We create chemistry

## Annual Shareholders' Meeting of BASF SE on May 12, 2017

### Information on shareholder rights

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

#### 1. Requests to amend the agenda pursuant to Section 122 (2) of the German Stock Corporation Act

Shareholders whose aggregate holdings amount to at least one-twentieth of the share capital or a proportionate ownership of at least 500,000 euros (equivalent to 390,625 registered shares) may demand that items be included on the published agenda for decision by the shareholders' meeting. Each new item must be submitted in writing and be accompanied by an explanation or a draft resolution, to be received by the Company no later than midnight (CET) on April 11, 2017.

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 underlying these shareholder rights are as follows:

#### Section 122 Calling a Shareholders' Meeting upon the Request of Minority Shareholders (excerpts)

- (1) A shareholders' meeting shall be called if shareholders whose aggregate holdings amount to at least one-twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons for such meeting; such demand shall be addressed to the management board. The articles of association may provide that the right to demand a shareholders' meeting shall require a different form and the holding of a smaller proportion of share capital. The submitters must prove that they have been holding the shares since at least 90 days before receipt of the demand and that they are holding the shares until decision by the management board on such demand. Section 121 (7) shall apply *mutatis mutandis*.
- (2) Likewise, shareholders whose aggregate holdings amount to at least one-twentieth of the share capital or 500,000 euros may demand that certain items be included on the published agenda for decision by the shareholders' meeting. Each new item must be accompanied by an explanation or a draft resolution. The stock corporation shall receive the demand mentioned in sentence 1 no later than 24 days, in the case of stock corporations whose shares are listed on a stock exchange, no later than 30 days prior to the meeting; the day of receipt shall not be included in this calculation.

## 2. Counter-motions and election nominations pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act

Shareholders of the Company may submit counter-motions to Board of Executive Directors and / or Supervisory Board proposals relating to certain agenda items and make election nominations. All counter-motions must be accompanied by a statement of grounds. Counter-motions, election nominations and other inquiries by shareholders concerning the Annual Shareholders' Meeting must be sent to the address below:

BASF SE  
Legal, G-FLL – D100  
67056 Ludwigshafen  
Germany  
Telefax: +49 621 60-6641475  
or +49 621 60-6643693  
or by e-mail: [hv2017@basf.com](mailto:hv2017@basf.com)

Counter-motions and election nominations by shareholders to be made available, including the shareholders' names and any statements of grounds to be made available, will be posted on the Internet under [basf.com/generalmeeting](http://basf.com/generalmeeting) upon their receipt. All counter-motions and election nominations relating to items on the present Agenda that are received at the above-mentioned address by midnight (CET) on April 27, 2017 will be considered. Statements of the Company's management, if any, relating to the counter-motions and election nominations will also be available at the above website.

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

### Section 126 Motions by Shareholders

- (1) Motions by shareholders together with the name of the shareholder filing a motion, the reasons given therefor, and any opinion expressed by the management thereon, shall be made available to any person entitled to such information pursuant to Section 125 (1) to (3) on the conditions set forth therein if, no later than 14 days prior to the date of the shareholders' meeting, the shareholder submits to the stock corporation, to the address specified for this purpose in the notice calling the shareholders' meeting, a counter-motion in which it opposes a proposal of the management board and supervisory board regarding a certain item on the agenda stating the grounds therefor. The day of receipt shall not be included in this calculation. In the case of companies whose shares are listed on a stock exchange, the information shall be made available on the stock corporation's website. Section 125 (3) shall apply *mutatis mutandis*.
- (2) Information about a counter-motion and the grounds therefor need not be made available if:
  1. the management board would become liable to prosecution by making such information available;
  2. the counter-motion would result in a resolution of the shareholders' meeting that would be contrary to the law or the articles of association;
  3. the grounds contain statements which are obviously false or misleading in material respects or defamatory;
  4. information about a counter-motion of such shareholder based on the same facts has already been made available to a shareholders' meeting of the stock corporation pursuant to Section 125;
  5. information about the same counter-motion of such shareholder on essentially identical grounds has already been made available pursuant to Section 125 to at least two shareholders' meetings of the stock corporation within the last five

- years and less than one-twentieth of the share capital represented voted in favor of such counter-motion at such meetings;
6. the shareholder indicates that it will neither attend nor be represented at the shareholders' meeting; or
  7. within the last two years at two shareholders' meetings, the shareholder has failed to propose a counter-motion it communicated or failed to have such counter-motion proposed on its behalf.

The statement of the grounds need not be made available if it exceeds 5,000 characters.

- (3) If several shareholders propose counter-motions for resolution with respect to the same subject matter, the management board may combine such counter-motions and the respective statements of grounds.

#### Section 127 Nominations by Shareholders (excerpt)

Section 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or auditors. Such nomination need not be supported by a statement of grounds. Moreover, the management board does not need make information available about such nomination if it fails to contain the particulars required by Section 124 (3), sentence 4, and Section 125 (1) sentence 5.

### **3. Shareholders' Rights to information pursuant to Section 131 (1) of the German Stock Corporation Act**

Each 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 situation of the Group and the Company's consolidated subsidiaries, to the extent that such information is necessary for a proper evaluation of an 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:

#### Section 131 Shareholders' Right to Information

- (1) Upon request, each shareholder shall be provided with information at the shareholders' meeting by the management board on the stock corporation's affairs to the extent that such information is necessary for a proper evaluation of an item on the agenda. The duty to provide information shall also extend to the stock corporation's legal and business relationships with any affiliated company. If a stock corporation makes use of the simplified accounting procedure pursuant to Section 266 (1), sentence 3, Section 276 or Section 288 of the German Commercial Code, at the shareholders' meeting on the annual financial statements, each shareholder may request that it be presented with the annual financial statements in the form in which the accounts would have been if such simplified procedure had not been applied. The duty of the management board of a parent company (Section 290 (1) and (2) of the German Commercial Code) to provide information in the shareholders' meeting on the consolidated financial statements and the group management report includes providing information on the current situation of the group as well as the current situation of each company included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the rules of procedure pursuant

to Section 129 may authorize the chairperson of the meeting to limit the question and speaking time of shareholders as appropriate and to lay down general rules thereon.

- (3) The management board may refuse to provide information:
1. if, according to sound business judgment, such information is likely to cause considerable damage to the stock corporation or an affiliated company;
  2. if such information relates to tax valuations or the amount of individual taxes;
  3. on the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the shareholders' meeting is to approve the annual financial statements;
  4. on the methods of accounting and valuation, if disclosure of such methods in the notes suffices to provide a clear picture of the actual condition of the stock corporation's assets, financial condition 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 the management board would thereby become liable to prosecution;
  6. if, in the case of credit institutions or financial services institutions, information need not be given on the applied methods of accounting and valuation or on setoffs made in the annual financial statements, the management report, consolidated financial statements or the group management report;
  7. if the information is continuously available on the stock corporation's website for seven or more days prior to the shareholders' meeting as well as in the meeting.

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

- (4) If information was given to a shareholder outside a shareholders' meeting because of its status as a shareholder, upon request, such information shall also be given to any other shareholder at the shareholders' meeting even if such information is not necessary for a proper evaluation of an item on the agenda. The management board may not refuse to provide such information on the grounds of paragraph (3) sentence 1 numbers 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code), a company with common management (Section 310 (1) of the German Commercial Code) or an associated company (Section 311 (1) of the German Commercial Code) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code) for the purpose of including the stock corporation in the consolidated financial statements of the parent company and if such information is necessary for such purpose.
- (5) A shareholder who has been denied information may demand that its request for information and the reason for refusing to provide the information 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 Statutes read as follows:

Article 18 of the Statutes 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.