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

**Synopsis of the amendments to the Statutes proposed under items 7 and 8 of the agenda**

<b>Current Provision of the Statutes (as of May 2014)</b>	<b>Proposal of Amendment to the Statutes</b>
<p><i>(No provision with regard to conditional capital.)</i></p>	<p><b>The Board of Executive Directors and Supervisory Board propose to the Annual Shareholders' Meeting under item 7 of the agenda (Conditional Capital 2017) that the following resolution be adopted:</b></p> <p>Article 5 of the Statutes is to be supplemented by the following new No. 9:</p> <p>9. The share capital is increased conditionally by up to €117,565,184 by issuing a maximum of 91,847,800 new shares. The conditional capital increase shall only be carried out to the extent to which holders of convertible bonds or warrants attached to bonds with warrants issued by the Company or one of its subsidiaries up to May 11, 2022 under the authorization granted to the Board of Executive Directors by the Annual Shareholders' Meeting of May 12, 2017 exercise their conversion or option rights, or – if they have conversion or</p>

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	<p>exercise obligations – to the extent they fulfill their obligations to convert or exercise options, and provided that no other forms of fulfillment of delivery are used. The new shares shall be issued at the conversion or option prices determined in each case in the terms and conditions of the debt instruments and/or the warrants in accordance with the abovementioned authorization (“Conditional Capital 2017”). The shares issued under this authorization shall participate in profits from the beginning of the financial year in which they are issued. The Board of Executive Directors is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.</p>

Current Provision of the Statutes (as of May 2014)	Proposal of Amendment to the Statutes
<p>§ 14 <b>Remuneration of the Supervisory Board</b></p> <p>1. Each member of the Supervisory Board shall receive annually</p> <p>a) a fixed remuneration of Euro 60,000 and</p> <p>b) a performance-related variable remuneration for each full Euro 0.01 by which the earnings per share (EPS) of BASF Group declared in the consolidated financial statements for the year for which the remuneration is being paid exceeds the minimum EPS. The minimum EPS for the financial year 2008 shall be Euro 1.35. The performance-related variable remuneration shall be Euro 800 for each full Euro 0.01 of EPS</p>	<p><b>The Board of Executive Directors and Supervisory Board propose to the Annual Shareholders' Meeting under item 8 of the agenda that the following resolution be adopted:</b></p> <p>Article 14 of the Statutes (Remuneration of the Supervisory Board) shall be amended, taking effect for the first time for the financial year starting January 1, 2017, and revised as follows:</p> <p>§ 14 <b>Compensation of the Supervisory Board</b></p> <p>1. Each member of the Supervisory Board shall receive annually a fixed compensation of €200,000.</p>

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<p>up to an EPS of Euro 2.10, Euro 600 for each further Euro 0.01 of EPS up to an EPS of Euro 2.60 and Euro 400 for each Euro 0.01 beyond this. The performance-related variable remuneration shall be limited to a maximum amount of Euro 120,000. The minimum EPS shall increase by Euro 0.05 for each subsequent financial year. This shall apply mutatis mutandis to the threshold values specified in sentence 3.</p> <p>The Chairman of the Supervisory Board shall receive two and a half times, a Deputy Chairman one and a half times the remuneration of a regular Supervisory Board member.</p>	<p>The Chairman of the Supervisory Board receives two-and-a-half times and a deputy chairman one-and-a-half times the compensation of an ordinary member.</p>
<p>2. Members of the Supervisory Board who are members of a committee, except for the Nomination Committee, shall receive a further fixed remuneration for this purpose in the amount of Euro 12,500. The further fixed remuneration for members of the Audit Committee shall be Euro 50,000. The Chairman of a committee shall receive twice, a Deputy Chairman one and a half times the further fixed remuneration.</p>	<p>2. Members of the Supervisory Board who are members of a committee – with the exception of the Nomination Committee – shall receive a further compensation for this purpose in the amount of €12,500. For members of the Audit Committee, the further compensation shall be €50,000. The chairman of a committee shall receive twice and a deputy chairman one-and-half times the further compensation.</p>
	<p>3. Each member of the Supervisory Board is obligated to use 25 percent of the compensation paid in accordance with No. 1 for the acquisition of Company shares and to hold these</p>

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	<p>shares for the duration of his/her membership on the Supervisory Board. This obligation does not apply to the portion of the compensation that the Supervisory Board member pays to a third party pro rata for the fixed compensation received in accordance with No. 1 due to an obligation entered into before his/her appointment to the Supervisory Board. The obligation to purchase and hold shares in this case applies to 25 percent of the portion of the compensation remaining after the payment has been made. The Company shall withhold the abovementioned portion of the compensation and arrange for the acquisition of the shares on behalf of the members of the Supervisory Board on the first day of stock market trading after the compensation is payable. The acquired shares shall be deposited into a custody account in the name of the Supervisory Board member at a commercial bank in Germany which is used exclusively to deposit and manage these shares. The portion of the compensation which is mathematically insufficient to acquire whole shares shall be paid out to the Supervisory Board member. Evidence of compliance with the holding obligation must be provided to the Company. The purchase obligation specified in Sentence 1 does not apply to the compensation that</p>

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	has not yet been paid at the time of departure from the Supervisory Board.
	4. The entitlement to the component of the compensation specified in No. 3 Sentence 1 shall retroactively cease to apply if the Supervisory Board member partially or fully divests or pledges the acquired shares prior to leaving the Supervisory Board.
3. The Company shall reimburse the members of the Supervisory Board for out-of-pocket expenses and value added tax to be paid with regard to their activities as members of the Supervisory Board or of a committee. The Company shall further grant the members of the Supervisory Board an attendance fee of Euro 500 for attending a meeting of the Supervisory Board or one of its committees to which they belong and shall include the performance of the duties of the members of the Supervisory Board in the coverage of a directors' and officers' loss liability insurance concluded by it.	5. The Company shall reimburse the members of the Supervisory Board for out-of-pocket expenses and value added tax to be paid with regard to their activities as members of the Supervisory Board or of a committee. The Company shall include the performance of the duties of the members of the Supervisory Board in the coverage of a directors' and officers' loss liability insurance concluded by it.
4. Supervisory Board members or members of a committee, who served on the Supervisory Board or the committee for only part of a financial year, shall receive one	6. Supervisory Board members or members of a committee, who served on the Supervisory Board or the committee for only part of a financial year, shall receive one

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twelfth of the remuneration for each month or part of a month of service.	twelfth of the compensation for each month or part of a month of service.
5. The remuneration pursuant to Nos. 1 and 2 shall become due after the conclusion of the General Meeting to which the consolidated financial statements specified in No. 1 are submitted or which decides on the approval thereof.	7. The compensation pursuant to Nos. 1 and 2 shall become due after the conclusion of the Annual Shareholders' Meeting to which the consolidated financial statements for the financial year for which the compensation is paid are submitted or which decides on the approval thereof.