

Countermotions and Electoral Proposals by Shareholders

**Countermotions and Electoral Proposals by Shareholders
for the Annual Shareholders' Meeting of BASF SE on May 3, 2019**

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.

Status: April 18, 2019

Below you find all shareholder proposals (countermotions and electoral proposals by shareholders in accordance with Section 126 and Section 127 of the German Stock Corporation Act) concerning items on the Agenda of the Annual Shareholders' Meeting 2019 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 published 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.

Countermotion of the shareholder Elmar Weigel for the Annual Shareholders' Meeting of BASF SE on May 3, 2019

A

Countermotion to agenda item 2: Adoption of a resolution on the appropriation of profit

Notwithstanding that the shareholders approve the performance of the administration and management they waive 0.9375 % of the dividend they are entitled to (= € 0.03) so that this share be paid, without recognizing any legal obligation, into a fund that shall serve to improve the working and living conditions of the people currently employed as well as of the surviving members of the families and the injured of Marikana.

Rationale:

By such reduction of their dividend the owners of BASF show their responsibility along the supply chain without being legally responsible and thereby invest in BASF's good reputation, which can be a basis for PR measures that would benefit the price of the BASF share. Such minor renouncement can achieve an important effect.

Counter-motion of the shareholders Juergen Lueckmann and Lucia Schulte-Lueckmann for the Annual Shareholders' Meeting of BASF SE on May 3, 2019

Counter-motion to agenda item 6: Election of Supervisory Board members

Election of Supervisory Board members

Dear Madam or Sir,

The standard age limit of 72 years has not been defined in the Statutes of BASF SE without reason. Nevertheless, Dr. Jürgen Hambrecht has been proposed for election for another year for reasons of continuity.

It rather appears to us as if this proposal is meant to serve as a placeholder for the successor, Dr. Kurt Bock, or as a mere measure of pension safeguarding.

Neither of these reasons justifies non-compliance with the rules and solely serves the individual advantages within a casting of personnel.

Therefore, we propose the following:

Compliance with the Statutes and rejection of the reelection of Dr. Jürgen Hambrecht.

Yours sincerely

Juergen Lueckmann and Lucia Schulte-Lueckmann

Counter-motion of the shareholder Karl Stier for the Annual Shareholders' Meeting of BASF SE on May 3, 2019

B

Counter-motion to agenda item 2: Adoption of a resolution on the appropriation of profit

Dear Sir or Madam,

I herewith request that the dividend be substantially reduced or suspended completely and that it be employed as funds for investments.

Rationale: For dividends, the shareholders pay an immediate tax of 25 %. Consequently, for investments into new shares, only 75 % remain available. If no dividend is paid, 100 % can be disposed of. By issuing new shares, only the result of all shares will be diluted.

In my opinion, this makes more sense than paying an immediate tax.

Yours sincerely

Karl Stier

Counter motions of the “Dachverband der Kritischen Aktionärinnen und Aktionäre” for the Annual Shareholders’ Meeting of BASF SE on May 3, 2019

Re agenda item 3: Approval to the actions of the members of the Supervisory Board

The “Dachverband der Kritischen Aktionärinnen und Aktionäre” requests that no formal approval should be given to the actions of the members of the Supervisory Board.

Rationale:

The Supervisory Board has performed its task as the controlling body of the Board of Executive Directors only inadequately. BASF’s actions to date are not sufficient to make an effective contribution to achieving the goals of the UN Sustainable Development Agenda 2030, the UN Global Compact and the National Action Plan for Business and Human Rights of the federal German government, to which BASF has committed itself.

Lack of transparency in human rights due diligence obligations

In 2018, BASF commissioned an external service provider to conduct a total of 546 supplier audits to comply with its human rights duties of care regarding its own supply chains. BASF had 100 sites audited through the industry initiative “Together for Sustainability” (TfS).

However, the results and whether a follow-up audit was initiated due to deficits are not disclosed in detail in the Annual Report. The Supervisory Board urgently needs to demand more transparency here, as it is impossible for shareholders and the general public to assess BASF SE’s compliance with human rights due diligence obligations. Even in the case of follow-up audits, BASF is not bothered by serious deficiencies, as the example of platinum supplier Lonmin shows.

BASF continues to purchase platinum produced under inhumane conditions

At Lonmin’s platinum mines in South Africa, working and living conditions remain unacceptable. Due to poor ventilation underground, one third of the mine workers die of lung diseases. Insufficient pay, accidents at work, lack of labour rights for the many temporary workers and environmental pollution from production are added.

Lonmin is jointly responsible for the massacre of Marikana in South Africa on August 16, 2012, in which 34 miners striking for better wages were shot by the South African police. Lonmin’s responsibility was confirmed by the Farlam Commission in June 2015.

The majority of workers in Marikana live in slums without running water, sewers and electricity. Lonmin is even legally obliged by the Social and Labour Plan (SLP) to provide better working and living conditions.

Only a small part of the 6,000 homes and 2,638 rental and owner-occupied housing units for the miners promised in the Social and Labour Plan have been built. In 2018, BASF publicly admitted for the first time on ARD television that Lonmin was not keeping its promises for new houses. See: <https://www.daserste.de/information/wirtschaft-boerse/plusminus/sendung/swr/platinabbau-100.html>

Instead of drawing conclusions or at least ensuring the publication of the Lonmin audits, BASF praises the introduction of a new grievance mechanism at Lonmin (p. 91). After all, BASF indirectly admits that nothing else has changed for the better.

Takeover of Lonmin by Sibanye-Stillwater

Lonmin is expected to be acquired by Sibanye-Stillwater, a company notorious for its terrible number of fatal accidents at work – there were 24 fatalities in 2018 alone. BASF must now demonstrate that it insists on compliance with legal obligations under the Social and Labour Plan, but also on responsibility towards the victims of the massacre. The long-promised but never fully implemented improvements in living conditions in Marikana must finally be implemented.

More information: basflonmin.com

Correct lessons from the 2016 explosion?

Five people died in an explosion at BASF's Ludwigshafen site on October 17, 2016. 44 people were injured, some of them seriously. Now an external employee is on trial who is said to have cut a wrong gas pipe during maintenance work and is now held solely responsible for the accident. The accused himself is no longer able to work due to psychological impairments caused by the incident.

According to BASF itself, it has drawn conclusions from the case and wants to ensure better marking of the pipes, and only low-spark tools are to be used. It is fatal that these safety precautions were not taken earlier. Here, too, the question arises as to the extent to which BASF's information on due diligence and corporate responsibility can be taken seriously.

Instead, BASF also publicly blames the accident solely on the misconduct of a single man. There are no apparent improvements in crisis and communication management. Kurt Bock, then Chairman of the Board of Executive Directors, did not comment on the accident in public for days.

Re agenda item 4: Approval to the actions of the members of the Board of Executive Directors

The "Dachverband der Kritischen Aktionärinnen und Aktionäre" requests that no formal approval should be given to the actions of the members of the Board of Executive Directors for the 2018 financial year.

Rationale:

The Board of Executive Directors of BASF AG pursues an environmentally and health-damaging business model that does not contribute to the implementation of the UN Sustainable Development Goals (SDGs) and the goals of the Paris Climate Protection Agreement.

BASF itself states that its products contribute to achieving SDG 2, ending hunger and promoting sustainable agriculture, and to SDG 3 (healthy living for all). The argument: Only pesticides and genetic engineering can feed the world's growing population. But BASF's model of industrial agriculture has devastating consequences for people and the environment.

BASF endangers food sovereignty

Through the acquisition of parts of Bayer's agricultural business, BASF now has not only agricultural poisons in its portfolio, but also seeds. Millions of small farmers around the world are dependent on high-performance seeds and genetically engineered seeds, which are now produced by only four companies: Bayer, Syngenta, Corteva – and BASF. They are increasingly determining what grows on the world's fields. This makes it more difficult to produce food competitively without genetic engineering.

Agricultural poisons endanger health

With the acquisition of parts of the Bayer business, BASF expanded its portfolio to include genetically modified plants with a tolerance to the herbicidal active ingredient glufosinate and the business with weed killers contained in this active ingredient. Glufosinate is classified by the European Food Safety Authority (EFSA) as toxic to reproduction in mammals, which means that glufosinate can also cause severe deformities in human fetuses. The use of glufosinate has also been shown to harm animals such as spiders, beetles or lacewings.

The cultivation system of genetically modified plants with herbicide tolerance and the corresponding weed killer has led to a massive increase in the resistance of the arable flora, especially in North and South America, and consequently to a massive increase in the use of pesticides.

Double standards in pesticide sales in Brazil

When the EU bans BASF products because of their high toxicity, the Board of Executive Directors simply focuses on mostly poorer countries, where the Group benefits from weaker health precautions. In Brazil, for example, sales of active ingredients in BASF pesticides, which are not approved at EU level according to the EU pesticides database, increased by 44 percent to 13 active ingredients between 2016 and 2019.

Insect deaths

The agricultural model promotes the extinction of species and damages insects, which are indispensable for the survival of all life. Monocultures leave no room for natural habitats, nitrogen is released from pesticides into the soil and prevents plants on which many insects depend from growing.

Incredible and inadequate climate targets

Even if BASF believes it is a pioneer in climate protection: The reality is different at the moment. CO₂ emissions did not fall significantly last year compared with 2017, and that does not even include the businesses acquired from Bayer. This makes it completely unclear how BASF intends to achieve its self-imposed targets of 40 percent less CO₂ by 2020. By 2030, BASF does not want to be strictly CO₂-neutral with regard to its own emissions – as Siemens does, for example. Instead, the company only talks about “CO₂-neutral growth.” So instead of complaining about the low water levels on the Rhine during the summer drought of 2018, the Board of Executive Directors should tackle much more ambitious climate targets and measures due to its own responsibility for the climate crisis.

Even if BASF now wants to outsource its oil and gas business, BASF remains responsible for this climate-damaging business model, especially as the future main shareholder of a merged Wintershall DEA. BASF is helping to ensure that the entire energy industry continues to focus on climate-damaging technologies instead of investing more heavily in renewable energies. This also applies to the controversial Nord Stream 2 and fracking projects in Argentina.

BASF's climate-damaging agricultural business is also worthy of special mention: Industrial agriculture, which is promoted by BASF pesticides and seed technologies, contributes significantly to the emission of climate-damaging gases worldwide. This is mainly due to methane emissions from livestock farming, the application of agricultural fertilizers and nitrous oxide emissions from agricultural soils as a result of nitrogen fertilization. Soils need less pollution to still have a carbon storage function.

Markus Dufner
Managing Director
Dachverband der Kritischen Aktionärinnen und Aktionäre

Administration's position on the counter motions

We believe that the counter motions are without merit and recommend a vote against them.