



We create chemistry

Annual Shareholders' Meeting of BASF SE, Ludwigshafen/Rhine on Thursday, June 18, 2020 at 10:00 a.m.

as a virtual Annual Shareholders' Meeting on the company's premises at its headquarters in Ludwigshafen/Rhine, Germany, Carl-Bosch-Straße 38, with video and audio broadcast for shareholders

Synopsis of the amendments to the Statutes proposed under items 8 and 9 of the agenda

Current Provision of the Statutes (as of May 2019)	Proposal of Amendment to the Statutes
<p data-bbox="201 1024 407 1052">Article 10 No. 2</p> <p data-bbox="201 1127 1079 1357">The appointment of the members of the Supervisory Board is made for a term until the conclusion of the Annual Shareholders' Meeting resolving on the formal discharge of the Supervisory Board for the fourth financial year after the term of office commenced, with the financial year in which the term of office commences not being taken</p>	<p data-bbox="1104 722 1980 906">The Board of Executive Directors and Supervisory Board propose to the Annual Shareholders' Meeting under item 8 of the agenda (term of office of members of the supervisory Board) that the following resolution be adopted:</p> <p data-bbox="1104 976 1980 1057">Article 10 (Composition, Election, Term of Office) No. 2 of the Statutes shall be amended and replaced by the following:</p> <p data-bbox="1104 1127 1980 1357">The appointment of the members of the Supervisory Board is made for a term until the conclusion of the Annual Shareholders' Meeting resolving on the formal discharge of the Supervisory Board for the third business year after the term of office commenced with the business year in which the term of office commences not being taken</p>

Current Provision of the Statutes (as of May 2019)	Proposal of Amendment to the Statutes
<p>into account, however, for no longer than for a period of six years. Reappointments are permissible.</p>	<p>into account. The Annual Shareholders' Meeting can specify a shorter term of office when the member is elected. Reappointments are permissible.</p>
<p>Article 14 No. 3</p> <p>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 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.</p>	<p>The Board of Executive Directors and Supervisory Board propose to the Annual Shareholders' Meeting under item 9 of the agenda that the following resolution be adopted:</p> <p>Article 14 of the Statutes (Compensation of the Supervisory Board) Nos. 3, 5 and 7 shall be amended.</p> <p>Article 14 No. 3 sentences 4 and 5 shall be amended. No. 3 shall read as follows:</p> <p>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 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.</p>

Current Provision of the Statutes (as of May 2019)	Proposal of Amendment to the Statutes
<p>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 has not yet been paid at the time of departure from the Supervisory Board.</p>	<p>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 day of the Annual Shareholders' Meeting to which the consolidated financial statements for the fiscal year for which the compensation is paid are submitted or which decides on the approval thereof. The acquired shares shall be deposited into a custody account in the name of the Supervisory Board member. 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 has not yet been paid at the time of departure from the Supervisory Board.</p>

Current Provision of the Statutes (as of May 2019)	Proposal of Amendment to the Statutes
<p data-bbox="201 342 407 370">Article 14 No. 5</p> <p data-bbox="201 443 1077 724">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.</p>	<p data-bbox="1098 293 1982 375">Article 14 No. 5 of the Statutes shall be amended and replaced by the following:</p> <p data-bbox="1098 443 1982 1227">The Company shall reimburse members of the Supervisory Board for out-of-pocket expenses relating to their activities as members of the Supervisory Board or of a Committee as well as any value added tax payable on the compensation or the reimbursement of expenses. The Company can provide all members or individual members of the Supervisory Board with material resources or services in kind to carry out their Supervisory Board responsibilities, such as the use of transportation, necessary security measures, or the set-up of a Supervisory Board office to support the Supervisory Board activities. Moreover, the Company can also provide these material resources and services in kind to the Chairman of the Supervisory Board to carry out representational duties and activities in connection with this role. 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. The associated premiums shall be paid by the Company.</p>

Current Provision of the Statutes (as of May 2019)	Proposal of Amendment to the Statutes
<p data-bbox="201 342 407 375">Article 14 No. 7</p> <p data-bbox="201 444 1079 678">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.</p>	<p data-bbox="1104 293 1988 375">Article 14 No. 7 of the Statutes shall be amended and replaced by the following:</p> <p data-bbox="1104 444 1988 626">The compensation pursuant to Nos. 1 and 2, provided it is not withheld for the purpose of acquiring shares in accordance with No. 3, shall become due after the conclusion of the fiscal year for which the compensation is paid.</p>