Invitation
to the Annual
Shareholders’ Meeting
of BASF SE
on April 29, 2021
Dear Shareholders,

We convene this year’s Annual Shareholders’ Meeting of BASF SE on Thursday, April 29, 2021, at 10:00 a.m. (CEST). The Annual Shareholders’ Meeting will take place on the company’s premises at its headquarters in Ludwigshafen/ Rhine, Germany, Carl-Bosch-Straße 38, as a virtual Annual Shareholders’ Meeting without the physical presence of shareholders or their authorized representatives, in accordance with Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law of March 27, 2020 (COVID-19 Act).

A video and audio broadcast of the entire virtual Annual Shareholders’ Meeting will be accessible to shareholders. Further information about shareholders’ participation in the Annual Shareholders’ Meeting can be found under II.
I. Agenda

1. Presentation of the adopted Financial Statements of BASF SE and the approved Consolidated Financial Statements of the BASF Group for the 2020 business year; presentation of the Management’s Reports of BASF SE and the BASF Group for the 2020 business year including the explanatory reports on the data according to Sections 289a(1) and 315a(1) of the German Commercial Code; presentation of the Report of the Supervisory Board

The Supervisory Board approved the Financial Statements prepared by the Board of Executive Directors and the Consolidated Financial Statements of the BASF Group on February 24, 2021. The Financial Statements have thus been adopted according to Section 172 of the German Stock Corporation Act. Therefore, according to the statutory provisions, no resolution by the Annual Shareholders’ Meeting is planned for Item 1 of the Agenda. The documents specified above have been published on our website and can be accessed at www.basf.com/generalmeeting.

2. Adoption of a resolution on the appropriation of profit

The Board of Executive Directors and the Supervisory Board propose to pay a dividend of €3.30 per qualifying share from the profit retained by BASF SE in the 2020 business year in the amount of €3,945,862,069.00. If the shareholders approve this proposal, a total dividend of €3,030,979,690.20 will be payable on the 918,478,694 qualifying shares as of the date of adoption of the Financial Statements for the 2020 business year (February 24, 2021).

The Board of Executive Directors and the Supervisory Board propose that the remaining profit retained of €914,882,378.80 be allocated to the retained earnings reserve.

In accordance with Section 58(4) sentence 2 of the German Stock Corporation Act, claims to dividends are payable on the third business day following the Annual Shareholders’ Meeting, in this case on Tuesday, May 4, 2021.

3. Adoption of a resolution giving formal approval to the actions of the members of the Supervisory Board

The Board of Executive Directors and the Supervisory Board propose that formal approval be given to the actions of the members of the Supervisory Board of BASF SE for the 2020 business year.

4. Adoption of a resolution giving formal approval to the actions of the members of the Board of Executive Directors

The Supervisory Board and the Board of Executive Directors propose that formal approval be given to the actions of the members of the Board of Executive Directors of BASF SE for the 2020 business year.

5. Appointment of the auditor for the 2021 business year

The Supervisory Board proposes – based on the recommendation of its Audit Committee – that KPMG AG Wirtschaftsprüfungs gesellschaft, Frankfurt/Main, be appointed auditor of the Financial Statements and the Group Consolidated Financial Statements of BASF SE for the 2021 business year.

6. Election to the Supervisory Board

Dr. Alexander C. Karp, a Supervisory Board member appointed by the Annual Shareholders’ Meeting, resigned from the Supervisory Board on July 22, 2020, for professional reasons. In accordance with Section 104(1) sentence 1 of the German Stock Corporation Act, at the request of the Chairman of the Supervisory Board of the company, the Ludwigshafen local court (Amtsgericht) appointed Mr. Liming Chen (60), Chairman of IBM Greater China Group, to the Supervisory Board of BASF SE by way of a resolution dated October 8, 2020.
Article 10 No. 4 sentence 2 of the Statutes stipulates that if a member of the Supervisory Board departs the Board, an election to appoint a substitute should be held at the next Annual Shareholders’ Meeting following the departure. In accordance with Article 10 No. 4 sentence 1 of the Statutes, the election is being held for the remainder of the term of the departing member, Dr. Alexander C. Karp, meaning until the conclusion of the Annual Shareholders’ Meeting in 2024.

Pursuant to Section 17(2) sentence 1 of the SE Implementation Act, the Supervisory Board must consist of at least 30 percent women and at least 30 percent men. Accordingly, a Supervisory Board consisting of 12 members in total must have at least four women and four men. Following the departure of Dr. Alexander C. Karp, the Supervisory Board comprised four women and seven men, so either a woman or a man can be elected in the by-election.

Based on the recommendation of the Nomination Committee, the Supervisory Board nominates

Liming Chen, Beijing, China,
Chairman IBM Greater China Group,

for election as a shareholder representative to the Supervisory Board, effective as of the conclusion of the Annual Shareholders’ Meeting 2021 for a period of three years until the end of the Annual Shareholders’ Meeting that decides on a resolution giving formal approval to the actions of the Supervisory Board for the 2023 business year.

The Annual Shareholders’ Meeting is not bound to this proposal for election. In the view of the Nomination Committee, the election of Liming Chen complies with the principles for the composition of the Supervisory Board as adopted by the Supervisory Board, including the competence profile and diversity concept. The principles for the composition of the Supervisory Board as well as its competence profile and diversity concept are published in the Corporate Governance Report 2020, which is accessible online as part of the BASF Report 2020 at www.basf.com/report.

According to the assessment of the Supervisory Board, Liming Chen is considered to be independent. He has no business or personal relationships with BASF SE or one of its Group companies, the governing bodies of BASF SE or any significant shareholder in BASF SE, which would constitute a conflict of interest.

The curriculum vitae of Liming Chen, information about his mandates on supervisory boards and comparable supervisory bodies as well as other information can be found under No. III.
II. Further details and instructions for the Annual Shareholders’ Meeting

1. Annual Shareholders’ Meeting without the physical presence of shareholders

The Board of Executive Directors of the company has decided to also hold this year’s Annual Shareholders’ Meeting on the company’s premises in Ludwigshafen/Rhine, Germany, Carl-Bosch-Straße 38, as a virtual Annual Shareholders’ Meeting without the physical presence of shareholders or their authorized representatives. The Board of Executive Directors is thus making use of the statutory provisions on the holding of a virtual Annual Shareholders’ Meeting in accordance with Article 2 Section 1(1) and (2) of the COVID-19 Act, whose validity was extended until December 31, 2021, by the COVID-19 Decree of October 20, 2020¹ and was adapted by Article 11 of the COVID-19 Amending Act of December 22, 2020².

The company’s Supervisory Board approved this resolution by the Board of Executive Directors in accordance with Article 2 Section 1(1), (2) and (6) of the COVID-19 Act.

This therefore precludes the physical presence of shareholders or their authorized representatives at the Annual Shareholders’ Meeting.

Holding the Annual Shareholders’ Meeting 2021 as a virtual Annual Shareholders’ Meeting in accordance with the COVID-19 Act and the COVID-19 Amending Act leads to modifications to the procedures of the Annual Shareholders’ Meeting as well as to the rights of shareholders:

– A live video and audio broadcast of the entire Annual Shareholders’ Meeting will be accessible to all shareholders via the online service at www.basf.com/agm-service.

– All shareholders who have registered for the Annual Shareholders’ Meeting can exercise their voting rights via postal absentee voting, online absentee voting or by issuing a proxy to company-appointed proxies or to intermediaries, associations of shareholders or proxy advisors.

– Shareholders registered for the Annual Shareholders’ Meeting can submit questions to the company via the online service at www.basf.com/agm-service until one day prior to the Annual Shareholders’ Meeting.

– The countermotions and electoral proposals submitted to the company in accordance with the provisions of Articles 126 and 127 of the German Stock Corporation Act are considered as put forward to the Annual Shareholders’ Meeting and will be treated accordingly by the company.

– For the duration of the Annual Shareholders’ Meeting, shareholders who have exercised their voting rights can declare their objections to the resolutions of the Annual Shareholders’ Meeting via the online service at www.basf.com/agm-service.

Moreover, the Board of Executive Directors decided not to utilize the possibility of a shortened convening period offered by Article 2 Section 1(3) sentence 1 of the COVID-19 Act and opted instead to convene the Annual Shareholders’ Meeting within the general time limit set out in the German Stock Corporation Act. Accordingly, and in contrast to the Annual Shareholders’ Meeting 2020, the company also makes no use of the other shortened timeframes set out in Article 2 Section 1(3) sentence 1 of the COVID-19 Act.

We ask all shareholders to pay particular attention to the following information about registering for the Annual Shareholders’ Meeting, exercising voting rights and other shareholder rights, including the respective applicable deadlines.

2. Registration for the virtual Annual Shareholders’ Meeting as a prerequisite for exercising shareholder rights

The only shareholders who are entitled – personally or through proxies – to exercise shareholder rights, including voting rights and the right to ask questions, are those who have registered for the Annual Shareholders’ Meeting on April 29, 2021, with the Board of Executive Directors of the company no later than Thursday, April 22, 2021, either at the following address:

Hauptversammlung BASF SE
c/o ADEUS Aktienregister-Service-GmbH
20784 Hamburg
Germany
Fax: +49 89 2070 37951
Email: hv-service@basf.com

¹ Verordnung zur Verlängerung von Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie (“Decree to extend the measures in corporate, cooperative, association and foundation legislation to mitigate the effects of the COVID-19 pandemic”)
² Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht (“Act to further shorten the residual debt discharge process and to adapt pandemic-related provisions in corporate, cooperative, association and foundation legislation as well as in tenancy and lease legislation”)

We ask all shareholders to pay particular attention to the following information about registering for the Annual Shareholders’ Meeting, exercising voting rights and other shareholder rights, including the respective applicable deadlines.
or online according to the procedure laid down by the company at

www.basf.com/agm-service

and who are entered in the share register for the registered shares. For purposes of determining attendance and voting rights, the shares recorded in the share register at the end of April 22, 2021, are decisive.

Shareholders who would like to register online will require their shareholder number and the corresponding access password. Those shareholders who have registered to receive the notice convening the Annual Shareholders’ Meeting by email receive their shareholder number with the email notice convening the Annual Shareholders’ Meeting and must use the access password they chose at registration. All other shareholders entered in the share register receive their shareholder number and their access password by post with the written notice convening the Annual Shareholders’ Meeting.

If an intermediary is registered in the share register, it can only exercise the voting rights for shares that do not belong to it by virtue of a proxy issued by the shareholder.

Applications for share transfers in the share register that are received by the company after the end of April 22, 2021 (Technical Record Date) up to the end of the Annual Shareholders’ Meeting on April 29, 2021 will be executed in the company’s share register and take effect only after the Annual Shareholders’ Meeting on April 29, 2021.

Owners of American Depositary Shares (ADS) receive the documents for the issue of a proxy from the Bank of New York Mellon (Depositary).

The shares are not blocked by registration for the Annual Shareholders’ Meeting; shareholders therefore remain free to dispose of their shares even after registration.

3. Video and audio broadcast of the Annual Shareholders’ Meeting

For all shareholders, a live video and audio broadcast of the entire Annual Shareholders’ Meeting will be transmitted via the online service at www.basf.com/agm-service on April 29, 2021, starting at 10:00 a.m. CEST. The opening of the Annual Shareholders’ Meeting by the meeting chair and the speech of the company’s Chairman of the Board of Executive Directors will be broadcast live online on April 29, 2021, and will be accessible to all at www.basf.com/generalmeeting and available as recording after the conclusion of the Annual Shareholders’ Meeting.

4. Voting procedures including proxy voting

Absentee voting
Shareholders can cast their votes in writing or by way of electronic communication, without attending the Annual Shareholders’ Meeting (“absentee voting”). To exercise voting rights, shareholders must register for the virtual Annual Shareholders’ Meeting prior to midnight (CEST) on April 22, 2021 (see above, under “Registration for the virtual Annual Shareholders’ Meeting as a prerequisite for exercising shareholder rights”).

Electronic absentee voting takes place via the online service at www.basf.com/agm-service using the online form provided there. Electronic absentee voting, including changes to votes, is possible via the online service until the close of voting. The close of voting will be determined by the chair of the meeting at a point in time after the Board of Executive Directors has finished answering questions and will be announced in the video and audio broadcast.

If votes are cast via postal absentee voting, the votes must be received by April 28, 2021, (date of receipt) at the following address:
Hauptversammlung BASF SE  
c/o ADEUS Aktienregister-Service-GmbH  
20784 Hamburg  
Germany  
Fax: +49 89 2070 37951  
Email: hv-service@basf.com

If votes are cast via postal absentee voting, the shareholder has the possibility to change votes even after the abovementioned deadline by using the online service at www.basf.com/agm-service until the close of voting during the Annual Shareholders’ Meeting.

To revoke votes cast by postal absentee voting, the abovementioned provisions relating to the possibilities for transmission and the deadlines apply accordingly. If a shareholder has already voted via postal absentee voting but would instead like to have his or her voting rights exercised by a representative during the Annual Shareholders’ Meeting, this is possible but will revoke the votes cast via postal absentee voting.

Authorized intermediaries, associations of shareholders and proxy advisors in accordance with Section 134(a) of the German Stock Corporation Act as well as persons who have equal status to these in accordance with Section 135(8) of the German Stock Corporation Act are also entitled to utilize postal absentee voting.

Voting by company-appointed proxy
Shareholders can be represented at the Annual Shareholders’ Meeting by proxies appointed by the company. The proxies can be authorized in text form or via the online service at www.basf.com/agm-service. Issuing proxies and providing instructions to the proxies, including changes to instructions, are possible via the online service at www.basf.com/agm-service until the close of voting. Please note that, in this case as well, registration must be carried out prior to midnight (CEST) on April 22, 2021 (see above, under “Registration for the virtual Annual Shareholders’ Meeting as a prerequisite for exercising shareholder rights”). Beatriz Rosa Malavé and Annette Buchen have been appointed proxies with the sole right of representation. The proxies exercise the voting right solely on the basis of the instructions issued by the shareholder. In the event that an individual vote takes place on an Item of the Agenda, any instruction issued for this purpose will apply to each individual sub-item accordingly. Please note that the proxies appointed by the company will not accept any instructions to speak, file opposition to resolutions by the Annual Shareholders’ Meeting, ask questions or put forward motions on behalf of the shareholder.

Voting by a proxy holder
In addition to postal absentee voting and voting by proxy, shareholders can have their voting rights exercised by an authorized representative, for example, an intermediary, an association of shareholders or a proxy advisor. In this case as well, the shareholder or the authorized representative must ensure that registration is carried out prior to midnight (CEST) on April 22, 2021 (see above, under “Registration for the virtual Annual Shareholders’ Meeting as a prerequisite for exercising shareholder rights”).

In the case of an authorization of an intermediary, an association of shareholders, a proxy advisor, or any other person specified in Section 135 (8) of the German Stock Corporation Act, the form of authorization is governed by the appropriate offer for exercising the voting right.

Authorized representatives may likewise exercise voting rights at the Annual Shareholders’ Meeting only by postal absentee voting or by authorizing the company-appointed proxies.

A proxy, its revocation, and evidence of the authorization vis-a-vis the company can be sent to the company until April 28, 2021 (date of receipt), to the following address:

Hauptversammlung BASF SE  
c/o ADEUS Aktienregister-Service-GmbH  
20784 Hamburg  
Germany  
Fax: +49 89 2070 37951  
Email: hv-service@basf.com
Proxies can also be authorized online according to the procedure laid down by the company at [www.basf.com/agm-service](http://www.basf.com/agm-service) until the close of voting.

Those intermediaries, associations of shareholders, and proxy advisors that participate in the company’s online service can also be authorized online according to the procedure laid down by the company via the online service at [www.basf.com/agm-service](http://www.basf.com/agm-service).

5. Forms provided by the company for registration and issuing proxies

For the registration or issuing proxies, the form prepared by the company for this purpose can be used. Shareholders who are entered in the share register and have not signed up for the email transmission of the invitation to the Annual Shareholders’ Meeting will receive the form by post. Shareholders who are entered in the share register and have registered to receive the invitation to the Annual Shareholders’ Meeting by email can access the online service via the link contained in the email at [www.basf.com/agm-service](http://www.basf.com/agm-service) to register and issue proxies. The registration and proxy form is also available at [www.basf.com/agm-service](http://www.basf.com/agm-service).

6. Shareholders’ right to ask questions in accordance with Article 2 Section 1(2) sentence 1 No. 3 of the COVID-19 Act in combination with Article 11 No. 1 a) and b) of the COVID-19 Amending Act

The shareholders registered for the Annual Shareholders’ Meeting are granted an opportunity to ask questions via electronic means of communications in accordance with Article 2 Section 1(2) sentence 1 No. 3 and sentence 2 of the COVID-19 Act in combination with Article 11 No. 1 a) and b) of the COVID-19 Amending Act. In this regard, the Board of Executive Directors, with the agreement of the Supervisory Board, has established that questions may be submitted via electronic means of communication from 9:00 a.m. (CEST) on April 12, 2021, until one day prior to the meeting, i.e., until midnight (CEST) on April 27, 2021. Follow-up questions are not possible at the Annual Shareholders’ Meeting.

According to Article 2 Section 1(2) sentence 2 of the COVID-19 Act in combination with Article 11 No. 1 a) and b) of the COVID-19 Amending Act, the Board of Executive Directors can decide at its due and free discretion how it answers questions. The Board of Executive Directors therefore reserves the right, in particular, to answer submitted questions individually or an amalgamation of several questions at once as well as to determine the order in which questions are answered in the interests of all shareholders. Questions in languages other than German will not be considered.

Questions must relate to company matters, the company’s legal and business relations with associated companies or the situation of the Group and the companies included in the Consolidated Financial Statements, provided that this information is required for the factual assessment of an Item of the Agenda.

When answering questions, the Board of Executive Directors reserves the right to disclose the name of the questioner, provided the questioner did not explicitly object to being identified by name. More information about data protection can be found at [www.basf.com/generalmeeting](http://www.basf.com/generalmeeting).

Shareholders registered for the Annual Shareholders’ Meeting can submit their questions to the company electronically via the online service at [www.basf.com/agm-service](http://www.basf.com/agm-service) using the online form provided there. The online form to submit a question will be activated from 9:00 a.m. (CEST) on April 12, 2021, until midnight (CEST) on April 27, 2021.

7. Statements by shareholders

In addition, shareholders registered for the Annual Shareholders’ Meeting have the possibility to use electronic means of communication to submit written statements with a maximum length of 5,000 characters to the company via the online service at [www.basf.com/agm-service](http://www.basf.com/agm-service) using the online form provided there under the button “Submit statement.” These statements, including the name of the submitting shareholder, will be made accessible to all shareholders in electronic form. If the shareholder objects to the
Einladung zur Jahresversammlung der BASF SE

Auskunft von seinem oder ihrer Namen, die Aussage nicht zugänglich gemacht oder gelöscht werden. Die Gesellschaft behält sich das Recht vor, ausdrücklich oder nicht, Anfeindungen oder Aussagen, die gegen die Rechtsordnung verstossen, zu veröffentlichen. Darüber hinaus behält die Gesellschaft das Recht vor, eine Gegenstiftung zu den einzelnen Aussagen, einschließlich vor der Jahresversammlung, zu veröffentlichen.


Die Online-Formular zur Eingabe einer Aussage wird ab 9:00 Uhr (CEST) am 12. April 2021, bis 24:00 Uhr (CEST) am 27. April 2021, aktiviert.

9. Ergänzende Punkte zum Agenda (nach Antrag eines Minderheitsanteils) gemäß Artikel 56 Absätze 2 und 3 des Verordnungsgesetzes (SE Regulation) Nr. 2157/2001 (SE Regulation), Abschnitt 50(2) des SE Implementationsgesetzes, und Abschnitt 122(2) des Aktiengesetzes


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67056 Ludwigshafen
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Fax: +49 621 60-6643693
or +49 621 60-6647843
Email: hv2021@basf.com
Countermotions and electoral proposals that are to be made accessible according to the German Stock Corporation Act and are received up to the end of April 14, 2021, at the above address with evidence of shareholder status will be published promptly on the internet at www.basf.com/generalmeeting. Any replies from management will also be published at the above internet address.

Under Article 2 Section 1(2) sentence 2 of the COVID-19 Act in combination with Article 11 No. 1 b) of the COVID-19 Amending Act, the countermotions published in this way are considered as put forward verbally at the Annual Shareholders’ Meeting if the shareholder making the countermotion or electoral proposal is properly legitimized and registered for the Annual Shareholders’ Meeting and the countermotions will be treated accordingly by the company. This does not affect the right of the meeting chair to first hold votes on the proposals put forward by management.

11. Total number of shares and voting rights

At the time of this notice convening the meeting, all the 918,478,694 no-par shares that have been issued hold attendance and voting rights.

12. Information on the company’s website

This notice convening the Annual Shareholders’ Meeting, the documents to be made accessible and motions of shareholders, as well as further information to be published according to Section 124a of the German Stock Corporation Act, can be found on the company’s website at www.basf.com/generalmeeting. The notice of the Annual Shareholders’ Meeting is published in the Federal Gazette (Bundesanzeiger) of March 18, 2021. Information on data protection is also available on the aforementioned website of the company.

13. BASF Report 2020 and further documents

The reports and financial statements specified under Item 1 of the Agenda and further documents relating to the Annual Shareholders’ Meeting 2021 have been published online at www.basf.com/generalmeeting and may be accessed there.
Liming Chen
Chairman, IBM Greater China Group

Personal data

Place of residence: Beijing, China

Born: January 29, 1960, in Xinjiang, China

Nationality: Singaporean

First-time candidate for the Supervisory Board of BASF SE

Education

2003 Advanced Management Program at Harvard Business School, Cambridge, Massachusetts

1989 Master in food science at Cornell University in Ithaca, New York

1982 Bachelor of Science at Shihezi University in Xinjiang, China

Professional career

Since 2015 Chairman, IBM Greater China Group, based in Beijing, China

2008-2015 President of BP China and Chairman of BP (China) Holding Company

1994-2008 Various leadership positions at the chemical company Condea (since 2001: Sasol) in Singapore and China

1991-1994 Senior Research Fellow in food technology at Singapore Institute of Standards & Industrial Research

1982-1986 Assistant Researcher in Xinjiang Agricultural Reclamation Research Institute

Mandates

a) Memberships of statutory supervisory boards in Germany

none

b) Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises

– IBM China Investment Company Ltd. (non-listed company, group-internal mandate), Chairman since 2015
– IBM (China) Company Limited (non-listed company, group-internal mandate), Chairman since 2015
– IBM Global Services (DaLian) Company Limited (non-listed company, group-internal mandate), Chairman since 2015
– IBM Solution and Services (ShenZhen) Company Limited (non-listed company, group-internal mandate), Chairman since 2015
– IBM Financing and Leasing Company Limited (non-listed company, group-internal mandate), Chairman since 2015
– IBM Factorizing (China) Company Limited (non-listed company, group-internal mandate), Chairman since 2015
– Inspur Power Commercial Systems Company Ltd. (non-listed company, group-internal mandate), Chairman since 2018
– IBM Taiwan Corporation (non-listed company, group-internal mandate), Director since 2015

Relevant knowledge, skills and experience

Liming Chen is familiar with the chemical sector and the associated value chains due to his career at Condea/Sasol and BP China. Owing to his research activity at Singapore Institute of Standards & Industrial Research and his management position at IBM China, he contributes profound knowledge of research and development as well as of
digitalization to the Supervisory Board’s work. He brings to
the Supervisory Board his expertise and experience in
information technology and the chemical industry, and in
leading and transforming business processes at inter-
national companies in Asia.

Independence

Liming Chen is not a member of a governing body of, nor
does he perform advisory functions for any significant
competitors of BASF SE. He has no personal relationship
to BASF SE, its governing bodies, affiliated companies or
a significant shareholder in BASF SE and has no business
relationship to the BASF Group.

The Supervisory Board has satisfied itself that Liming Chen
is able to devote the expected amount of time required by
the work associated with the Supervisory Board of BASF SE.

Ludwigshafen/Rhine, March 18, 2021

BASF SE

The Board of Executive Directors