

Countermotions and Electoral Proposals by Shareholders

**Countermotions and Electoral Proposals by Shareholders
for the Annual Shareholders' Meeting of BASF SE on April 27, 2023**

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 12, 2023

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 2023 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 April 27, 2023

A

Countermotion to Agenda Item 2: Adoption of a resolution on the appropriation of profit

The shareholders will waive €0.01 of the dividend per qualifying share from the profit retained to which they are entitled so that this share, without recognition of any legal obligation, will go to a fund dedicated to improving the working and living conditions of the current employees and the surviving dependents and injured persons of Marikana. The remainder of the dividend of €3.40 proposed by the management, i.e. €3.39, is to be distributed to the shareholders.

Rationale:

This motion, which I have submitted since 2018 in similar form, addresses human rights, return on investment and free market economy.

In Europe, we deploy billions for human rights; therefore, it should be our obligation as shareholders to invest at least one cent for human rights in Africa.

This one cent will improve the reputation of our BASF in such a way that this will also have a positive effect on the share price and thus generate a considerable return on investment.

In addition, we as shareholders thereby demonstrate that we think globally in a globalized world and document that also in a globalized world the free market economy is still the best economic system.

Therefore, I request that **Agenda Item 2 be rejected**, so that the motion to waive **one cent** of the dividend can be voted on.

Counter-motion of the shareholder Michael Glumm for the Annual Shareholders' Meeting of BASF SE on April 27, 2023

B

Counter-motion to Agenda Item 2: Adoption of a resolution on the appropriation of profit

The counter-motion announced on March 29, 2023, was withdrawn on March 31, 2023.

Counter-motion of the shareholder Joachim Walser for the Annual Shareholders' Meeting of BASF SE on April 27, 2023

Counter-motion to Agenda Item 3 formal approval to the actions of the members of the Supervisory Board and Agenda Item 4 formal approval to the actions of the members of the Board of Executive Directors

With regard to the Annual Shareholders' Meeting to be held on 27.4.2023, I submit the following combined counter-motion against the motions for the discharge of the Board of Executive Directors and Supervisory Board.

“No formal approval is given to the actions of the Board of Executive Directors and Supervisory Board.”

Rationale: BASF suffered horrendous losses from its majority stake in its subsidiary Dea Intershall AG. The reasons are withdrawal from the Russian business, non-approval of Nord Stream 2 and destruction of this gas pipeline; with the loss of the investments made therein. Due to its majority shareholding, BASF is able to influence the subsidiary's Board of Executive Directors through its own Board of Executive Directors in order to assert claims for damages against third parties or the subsidiary's Board of Executive Directors. In the middle there is a primary liability of the German state and foreign states and now also a secondary liability of the Board of Executive Directors and Supervisory Board of BASF AG and DEA Intershall AG. As trustee of third-party assets, namely those of the shareholders, the Board of Executive Directors must avert imminent damage from these. The Supervisory Board must instruct the Board of Executive Directors to do so. If both violate this, they are liable and must be denied discharge (BGH, judgment of 21 April 1997 - II ZR 175/95). The Supervisory Board either answered corresponding letters insufficiently -rejecting corresponding activities- or did not answer at all. The resulting damage was therefore accepted with a blind eye. At least a comprehensive legal opinion should have been obtained against whom which claims for damages are conceivable and with which success rate they are enforceable.

The application is based on § 126 AktG with the request for **notification to the persons entitled to information**.

Counter motions of the Dachverband der Kritischen Aktionärinnen und Aktionäre for the Annual Shareholders' Meeting of BASF SE on April 27, 2023

Re agenda item 2: Appropriation of profit

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the appropriation of profit proposed by the Board of Executive Directors and the Supervisory Board be rejected.

Rationale:

The proposed dividend, which remains the same as in the previous year, is too high. A significant reduction would be appropriate in view of BASF's investment needs and its ailing economic situation. A look back shows that income from operations (EBIT) fell significantly in 2022. In addition to the write-downs on Nord Stream 2, it is above all the massive write-downs on Wintershall Dea's fossil fuel business in Russia that have given BASF an investment result of a record-breaking minus €4.9 billion in 2022. Accordingly, profit after tax and non-controlling interests amounted to minus €627 million, after, by the way, €5.5 billion in 2021.

Nor does BASF's dividend policy look ahead: A serious social and ecological transformation, especially of the central business units away from fossil fuels, requires significantly more own investments. Shareholders should also make their contribution.

Instead, BASF employees in particular now have to deal with uncertainty and fears of job losses. According to the announced cost-cutting measures, 1,800 jobs are to be cut at the Ludwigshafen site alone, 700 of them in production. The cause is the fatal dependence of almost all production processes on fossil fuels, especially fossil natural gas, whose price increases call into question the entire economic viability. But instead of a plan for the future to reduce this dependency and thus also make an effective contribution to climate protection, BASF is unilaterally focusing on a personnel savings plan. The Board of Executive Directors should take seriously the constructive impulses of the IG BCE trade union to invest significantly more in green energies and the circular economy in order to sustainably secure the Ludwigshafen site. A significant reduction in the dividend would be a sign that BASF's shareholders can also play their part in securing the future – and should also do so out of social responsibility.

Re agenda item 3: Discharge of the members of the Supervisory Board

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the actions of the members of the Supervisory Board for the 2022 financial year not be approved.

Rationale:

The Supervisory Board did not sufficiently fulfil its task as the controlling body of the Board of Executive Directors. It has failed to work towards remedying flagrant deficiencies in respect of human rights due diligence even in direct business relationships.

China: Totally inadequate consequences from forced labour risks

Throughout the East Turkistan region, millions of Uighurs are being held in detention camps under the most cruel conditions, and hundreds of thousands of them are subjected to forced labour. The Office of the United Nations High Commissioner for Human Rights (OHCHR) expressed grave concern about the consequences of the so-called "poverty reduction policy" for the Uighur population. According to OHCHR, the Chinese government's crimes against the Uighurs and other Turkic peoples could constitute crimes against humanity.

Factories are increasingly being built next to these camps, where prisoners have to perform forced labour at cheap wages. BASF operates two joint ventures with Chinese companies in the city of Korla. Although BASF assures that there will be no forced labor there, such a guarantee simply cannot be credibly given for partner companies or suppliers.

The Ethical Trading Initiative (ETI) rules out an independent review of working conditions due to widespread repression. German audit companies such as TÜV Süd have also withdrawn from the region in 2020 because workers cannot speak freely about the human rights situation. It is therefore questionable how BASF intends to rule out the possibility that no human rights violations are committed in the value chain of its joint ventures in Korla.

We therefore cannot understand how BASF can sufficiently comply with the requirements of the Supply Chain Due Diligence Act (LkSG). These requirements include, among other things, taking preventive measures against human rights violations in the supply chain.

The Supervisory Board seems to ignore these legal risks so far, but should also publicly demand withdrawal from the Uighur region. Instead, the Supervisory Board supports the further investments in China, which will make BASF heavily dependent on China and its policies in the long term. This also ignores geopolitical risks and, not least, the reorientation of federal foreign policy. In order to reduce dependencies, the Federal Ministry for Economic Affairs and Energy wants to reduce state guarantees for investments by German companies in China.

Brazil: BASF is "de facto employer" in slave-like working conditions, according to the Ministry of Labor

Direct cooperation partners of BASF Brazil are demonstrably responsible for inhumane working conditions on two farms in Brazil that correspond to the legally defined slave labor-like coercive conditions. In March 2023, 85 workers from two rice farms were freed from inhumane working conditions. People reported work without registration and insurance coverage, non-stop work, housing without sanitation, and lack of food and drinking water in the fields. Those who fainted because of this received no wages for this time. Pesticides were sprayed without proper protective clothing, including by minors.

In this context, the Brazilian Ministry of Labor has designated BASF as a "de-facto employer" because the cooperation with the affected farms goes beyond a mere seed purchase agreement. The technical staff associated with BASF also participated in the recruitment of workers by indicating the number of workers to be recruited and by checking the volume of work and the form of provision on a daily basis.

Indonesia: Uncontacted indigenous people threatened by BASF project

Together with the French mining company Eramet, BASF is planning a nickel-cobalt refinery complex on the Indonesian island of Halmahera – possibly on the territory of an uncontacted indigenous people, the nomadic Hongana Manyawa.

Since 2019, nickel and cobalt mining by the PT Weda Bay Nickel (WBN) joint venture has led to environmental destruction and deforestation of large parts of Halmahera. Now the mining project is to be massively expanded with the help of the planned BASF refinery, thus endangering the existence of the Hongana Manyawa.

According to the UN Declaration of the Rights of Indigenous Peoples, indigenous peoples must give their free, prior and informed consent (FPIC) to such expansion plans on their territory. However, since this obviously cannot be the case with uncontacted peoples, mining on the territory of uncontacted peoples is highly questionable under international law.

Re agenda item 4: Discharge of the members of the Board of Executive Directors

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the actions of the members of the Board of Executive Directors for the 2022 financial year not be approved.

Rationale:

BASF's Board of Executive Directors continues to fail to adequately meet its responsibility to implement more effective measures to protect the climate, biodiversity and health.

Catastrophic climate balance and implausible climate targets

In the 2022 financial year, direct greenhouse gas emissions fell only slightly by 2 million tonnes and amounted to over 19 million tonnes (Scope 1 and 2). This means that BASF continues to be one of the most climate-damaging companies in Germany alongside RWE and Heidelberg Materials.

Although emissions from BASF's Scope 3 value chain fell by 9 million metric tons to around 92 million metric tons of CO₂ equivalents, BASF itself admits in the Annual Report that this is due to lower production volumes, and not to effective measures to avoid emissions. As a result, BASF's growth targets are not credibly compatible with its own climate targets.

BASF has allowed Wintershall Dea to co-finance Putin's war of aggression for far too long

With a stake of almost 73 percent, BASF is largely responsible for the business activities of the oil and gas group Wintershall Dea. With an IPO, BASF intends to continue to detach itself from Wintershall Dea's massively climate-damaging expansion plans. But here, too, BASF's long-standing involvement with Russia is having its revenge: The investment company LetterOne of sanctioned Russian oligarch Mikhail Fridman, which holds the remaining share, and the strong focus of oil and gas production on Russia had again prevented the IPO in 2022.

In this context, BASF negligently failed to urge Wintershall Dea to withdraw swiftly from Russia. It was not until January 2023, almost a year after Russia's brutal attack on Ukraine in violation of international law, that Wintershall Dea announced its intention to withdraw from Russia. Only when production could no longer bring profits due to the decrees of the Russian government and the funds collected in Russian accounts were out of reach, Wintershall Dea announced its withdrawal from Russia. However, the company has not named a concrete timetable.

Economically, BASF had no reason to hurry: In addition to the write-downs on Nord Stream 2, it is above all the massive write-downs on Wintershall Dea's Russian business that gave BASF the investment result of minus €4.9 billion in 2022.

Scandal reports on possible involvement in war crimes without consequences

Not least from the media, BASF has been able to learn plenty of reasons to comply with its human rights due diligence obligations and to influence Wintershall Dea to at least immediately cease business with Gazprom. ZDF and Spiegel revealed at the beginning of November 2022 that the military use of the gas condensate produced by Wintershall Dea in Russia is likely. Wintershall Dea joint ventures in Russia sell their gas condensate from the well to Gazprom. Gazprom also produces aviation fuel from gas condensate and supplies, among other things, the Russian Air Force, which in turn is held responsible for war crimes in Ukraine.

But Wintershall Dea's remaining business without the Russian share continues to be extremely harmful to the climate. In Germany, Wintershall Dea has applied to produce oil in the Wadden Sea National Park until 2069. The Arctic share of production is still around a quarter. In Argentina, Wintershall Dea uses environmentally and climate-damaging fracking as a production method. The company's short-term expansion plans are in strong contrast to the IEA's net-zero scenario and adherence to the 1.5°C target of the Paris Climate Agreement.

Pesticides: No exit plan from highly dangerous agricultural toxins

For BASF, the following still applies: profits before environmental and health protection. According to the Swedish non-governmental organization ChemSec, BASF now produces even more hazardous chemicals than before. In line with this, BASF has stopped publishing exit plans for hazardous substances.

BASF continues to sell active ingredients worldwide whose use is prohibited in the EU. These include glufosinate and epoxiconazole because they are classified as "probably toxic for reproduction in humans" (category 1B). In India alone, BASF markets pesticide products with four active ingredients that are banned in the EU for health and environmental reasons: In addition to epoxiconazole and glufosinate, the active ingredients pymetrozine and atrazine (in

the commercial product vesnite), which are banned in the EU because of their groundwater pollution.

BASF claims to have spent more than €33 million influencing EU decision-makers over a period of 11 years and employs more lobbyists in the European Parliament than any other company. Recently, the Tagesschau reported that BASF is also pushing to undermine the plan to ban PFAS, also called "perpetuity chemicals."

Re agenda item 8: Addition to Article 17 of the Statutes to authorize the Board of Executive Directors to stipulate the Shareholders' Meeting be conducted virtually

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the resolution proposed by the Supervisory Board and the Board of Executive Directors to authorize the Board of Executive Directors to decide that a Shareholders' Meeting be conducted virtually not be approved.

Rationale:

The format and manner in which a shareholders' meeting is conducted concerns elementary shareholder rights. Therefore, the Shareholders' Meeting and not the Board of Executive Directors should decide on the conditions or format of future Shareholders' Meetings. In addition, the Shareholders' Meeting should also be allowed to decide whether a hybrid format should be implemented as a further option, which combines the advantages of a face-to-face Shareholders' Meeting with those of a purely virtual event.

Administration's position on the counter motions

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