

First Supplement
dated May 11, 2020
to the Debt Issuance Program Prospectus dated September 13, 2019

*This document constitutes a supplement (the "**First Supplement**") within the meaning of Article 23 of Regulation (EU) 2017/1129 of the European Parliament and the Council of June 14, 2017, as amended (the "**Prospectus Regulation**") to two base prospectuses of BASF SE and BASF Finance Europe N.V.: (i) the base prospectus of BASF SE in respect of non-equity securities within the meaning of Art. 2(c) of the Prospectus Regulation ("**Non-Equity Securities**") and (ii) the base prospectus of BASF Finance Europe N.V. in respect of Non-Equity Securities (together, the "**Debt Issuance Program Prospectus**" or the "**Prospectus**").*

This First Supplement is supplemental to, and should only be read in conjunction with the Prospectus dated September 13, 2019. Therefore, with respect to future issues under the Program, references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this First Supplement.



BASF SE

(Ludwigshafen am Rhein, Federal Republic of Germany)
as Issuer and, in respect of Notes issued by
BASF Finance Europe N.V., as Guarantor

BASF Finance Europe N.V.

(Arnhem, The Netherlands)
as Issuer

EUR 20,000,000,000
Debt Issuance Program
(the "**Program**")

Each Issuer has requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated July 16, 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129*, as amended - the "**Luxembourg Law**") to approve this First Supplement and to provide the competent authorities in the Federal Republic of Germany, the United Kingdom of Great Britain and Northern Ireland, the Republic of Ireland, The Netherlands and the Republic of Austria with a certificate of approval attesting that this First Supplement has been drawn up in accordance with the Prospectus Regulation ("**Notification**"). Each Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This First Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of BASF Group (www.basf.com), respectively.

BASF SE ("**BASF**" or the "**Guarantor**", together with its consolidated group companies, the "**BASF Group**") with its registered office in Ludwigshafen am Rhein, Germany and BASF Finance Europe N.V. ("**BASF Finance**") with its registered office in Arnhem, The Netherlands (herein each also called an "**Issuer**" and together the "**Issuers**") are solely responsible for the information given in this First Supplement.

Each Issuer hereby declares that to the best of its knowledge the information contained in this First Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and that this First Supplement makes no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning in this First Supplement.

This First Supplement should only be distributed in connection with the Prospectus. It should only be read in conjunction with the Prospectus.

To the extent that there is any inconsistency between any statement in this First Supplement and any other statement in or incorporated by reference into the Prospectus, the statements in this First Supplement will prevail.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Program since the publication of the Prospectus.

Each Issuer has confirmed to the Dealers that the Prospectus as supplemented by this First Supplement contains all information with regard to the Issuers and the Notes which is material in the context of the Program and the issue and offering of Notes thereunder, the information contained therein with respect to the Issuers and the Notes is accurate in all material respects and is not misleading, the opinions and intentions expressed therein with respect to the Issuers and the Notes are honestly held, there are no other facts with respect to the Issuers or the Notes the omission of which would make the Prospectus as supplemented by this First Supplement misleading in any material respect, and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in, or not consistent with, the Prospectus as supplemented by this First Supplement or any other document entered into in relation to the Program or any information supplied by any Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by or on behalf of the Issuers, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Prospectus as supplemented by this First Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus as supplemented by this First Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

In accordance with Article 23 paragraph 2 of the Prospectus Regulation, where the Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for the Notes to be issued under this Program before this First Supplement is published have the right, exercisable within two working days after the publication of this First Supplement, until May 13, 2020, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in Article 23 paragraph 1 of the Prospectus Regulation arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first. Investors wishing to exercise their right of withdrawal may contact the relevant Issuer.

The purpose of this First Supplement is to update the risk factors section included in the Prospectus as well as the description of the Issuers due to the publication of the audited consolidated financial statements of the BASF Group for the fiscal year ended on December 31, 2019, the audited financial statements of BASF Finance for the fiscal year ended on December 31, 2019 and the unaudited consolidated quarterly financial statements of BASF Group as of March 31, 2020, and further due to the occurrence of certain developments and recent events with regard to BASF Group, changes in the organizational structure of BASF and their outlook for the 2020 business year.

SUPPLEMENTAL AND REPLACEMENT INFORMATION

I. Supplemental information pertaining to RISK FACTORS

The section "RISK FACTORS REGARDING BASF SE AND BASF GROUP – Risks related to the issuer's and guarantor's business activities and industry – Market growth risks" on p. 9 to 10 of the Prospectus shall be supplemented by the following:

"The current dynamics of the coronavirus, and its ramifications on social life, already impact the global economy and pose significant risks. BASF is taking measures to adapt to the situation by adjusting production according to demand and raw material supply in close collaboration with customers, suppliers and authorities. Future strong decline in demand or supply disruptions bear additional uncertainties for BASF and might only partially be mitigated by governmental measures."

II. Supplemental and replacement information pertaining to BASF SE AS ISSUER AND GUARANTOR

1. The section "STATUTORY AUDITORS" on p. 22 of the Prospectus shall be supplemented by inserting the following after the first paragraph:

"The following selected financial data for the year 2019 are excerpted from the Consolidated Financial Statements of BASF Group, which have been audited by KPMG AG Wirtschaftsprüfungsgesellschaft, THE SQUAIRE, Am Flughafen, 60549 Frankfurt am Main, Germany, as the independent registered public accounting firm for BASF and for which an unqualified auditor's report has been issued and from the unaudited consolidated quarterly financial statements of BASF Group as of March 31, 2020¹."

2. The second paragraph of the section "STATUTORY AUDITORS" on p. 22 of the Prospectus shall be supplemented by the following:

"For further information, please see Note 1 of the Consolidated Financial Statements 2019 incorporated by reference into this Prospectus."

¹ Some of the investments accounted for in the Q1 statement using the equity method are not an integral part of the BASF Group. These include, in particular, the shares in Wintershall Dea GmbH, Kassel/Hamburg, Germany, and Solenis UK International Ltd., London, United Kingdom. To increase reporting transparency, these will be classified in the future as purely financial investments and reported separately from the shareholdings that are integral to the main business activities of the BASF Group. One material equity-accounted interest that has been classified as integral is BASF-YPC Company Ltd., Nanjing, China. Consequently, in the future, income from non-integral companies accounted for using the equity method will no longer be presented in the BASF Group's EBIT and EBIT before special items, but under net income from shareholdings. Due to its increased significance, this will be presented as a separate subtotal within income before income taxes and is no longer part of the financial result. Integral and non-integral investments accounted for using the equity method will also be shown separately in the balance sheet. The statement of income for 2019 has been restated accordingly. For more information, see Restated figures 2019 reflecting the Reclassification of Non-Integral Equity-Accounted Companies on page 18 of the Q1 statement 2020.

3. The first and the second table in the section "SELECTED FINANCIAL INFORMATION – BASF GROUP" on p. 22 and 23 of the Prospectus shall be supplemented by the following:

| | "January 1, 2019 – December 31, 2019 | January 1, 2018 – December 31, 2018 |
|---|---|--|
| | million EUR | |
| Sales* | 59,316 | 60,220 |
| Income from operations before depreciation and amortization (EBITDA)* | 8,036 | 8,970 |
| Income from operations (EBIT)* | 4,052 | 5,974 |
| Net income | 8,421 | 4,707 |
| Cash provided by operating activities | 7,474 | 7,939 |
| | December 31, 2019 | December 31, 2018 |
| | million EUR | |
| Total assets | 86,950 | 86,556 |
| Stockholders' equity | 36,109 | 36,109 |
| Noncurrent liabilities | 27,118 | 27,118 |
| Current liabilities | 23,329 | 23,329 |

* Restated figures; for more information, see the Notes to the Consolidated Financial Statements from page 204 onward of the BASF Report 2019

| | January 1, 2020 – March 31, 2020 | January 1, 2019 – March 31, 2019 |
|---|-------------------------------------|-------------------------------------|
| | million EUR | |
| Sales | 16,753 | 15,596 |
| Income from operations before depreciation and amortization (EBITDA)* | 2,428 | 2,770 |
| Income from operations (EBIT)* | 1,456 | 1,779 |
| Net income | 885 | 1,406 |
| Cash provided by operating activities | (1,030) | 373 |
| | March 31, 2020 | March 31, 2019 |
| | million EUR | |
| Total assets | 92,355 | 92,040 |
| Stockholders' equity | 43,370 | 37,815 |
| Noncurrent liabilities | 26,727 | 28,956 |
| Current liabilities | 22,258 | 25,269 |

* The 2019 figures have been restated to reflect the reclassification of income from non-integral companies accounted for using the equity method to net income from shareholdings. For more information, see Restated figures 2019 on page 18 of the Q1 statement 2020."

4. The section "ALTERNATIVE PERFORMANCE MEASURES ("APM")" on p. 23 to 24 of the Prospectus shall be supplemented by the following:

- a) After the eight paragraph on p. 23 of the Prospectus, it shall be inserted:

"The values for the respective APM for the full year 2019/2018 as well as for the first quarter 2020 are shown below."

- b) After the table "Income from operations (EBIT) before special items (million EUR)" and after the table "Income from operations before depreciation and amortization (EBITDA) (million EUR)" on p. 23 to 24 of the Prospectus, it shall be inserted:

"Income from operations (EBIT) before special items (million EUR)

| | January 1, 2019 – December 31, 2019 | January 1, 2018 – December 31, 2018* |
|----------------------------------|--|---|
| Income from operations (EBIT) | 4,052 | 5,974 |
| Special items | (484) | (307) |
| EBIT before special items | 4,536 | 6,281 |

Income from operations before depreciation and amortization (EBITDA) (million EUR)

| | January 1, 2019 – December 31, 2019 | January 1, 2018 – December 31, 2018 |
|---------------------------------|--|--|
| Income from operations (EBIT) | 4,052 | 5,974 |
| Depreciation and amortization** | 3,984 | 2,996 |
| EBITDA | 8,036 | 8,970 |

* Figures for 2018 were restated by the share attributable to construction chemicals activities due to their presentation as discontinued operations.

** Excluding depreciation, amortization, impairments and reversals of impairments attributable to the discontinued construction chemicals business.

Income from operations (EBIT) before special items (million EUR)

| | January 1, 2020 – March 31, 2020 | January 1, 2019 – March 31, 2019 |
|----------------------------------|---|---|
| Income from operations (EBIT) | 1,456 | 1,779 |
| Special items* | 939 | 892 |
| EBIT before special items | 2,579 | 2,642 |

Income from operations before depreciation and amortization (EBITDA) (million EUR)

| | January 1, 2020 – March 31, 2020 | January 1, 2019 – December 31, 2019 |
|--------------------------------|-------------------------------------|--|
| Income from operations (EBIT) | 1,456 | 1,779 |
| Depreciation and amortization* | 972 | 991 |
| EBITDA | 2,428 | 2,770 |

* Excluding depreciation, amortization, impairments and reversals of impairments attributable to the discontinued construction chemicals business."

- c) After the table "Return on capital employed (ROCE) (million EUR)" and after the table "Capital employed (million EUR)" on p. 24 of the Prospectus, it shall be inserted:

"Return on capital employed (ROCE) (million EUR)

| | January 1, 2019 – December 31, 2019 | January 1, 2018 – December 31, 2018 |
|--|--|--|
| EBIT of BASF Group* | 4,052 | 5,974 |
| EBIT of Other | (667) | (506) |
| EBIT of Segments | 4,719 | 6,480 |
| Cost of capital basis of segments, average of month-end figures | 60,900 | 53,930 |
| ROCE in % | 7.7 | 12.0 |

* EBIT for 2018 was reduced by the share attributable to construction chemicals activities due to their presentation as discontinued operations.

Capital employed (million EUR)

| | January 1, 2019 – December 31, 2019 | January 1, 2018 – December 31, 2018 |
|---|--|--|
| Intangible assets | 14,832 | 11,995 |
| Property, plant and equipment | 20,472 | 17,973 |
| Investments accounted for using the equity method | 1,527 | 1,611 |
| Inventories | 11,593 | 10,611 |
| Accounts receivables | 10,061 | 9,747 |
| Current and noncurrent other receivables and other assets* | 1,913 | 1,716 |
| Assets of disposal groups | 502 | 277 |
| Cost of capital basis of segments, average of month-end figures | 60,900 | 53,930 |
| Deviation from cost of capital basis at closing rates as of December 31 | (1,534) | 5,770 |
| Assets not included in the cost of capital | 27,584 | 26,856 |
| of which disposal group is the oil and gas business | 2,706 | 16,807 |
| Assets of the BASF Group as of Dec 31 | 86,950 | 86,556 |

* incl. customer/supplier financing and other adjustments."

5. The section "HISTORICAL FINANCIAL INFORMATION" on p. 24 of the Prospectus shall be supplemented by the following:

"The audited consolidated financial statements of BASF Group for the fiscal year ending on December 31, 2019 and the auditors' report thereon, together contained in the BASF Report 2019 on pages 185-289, are incorporated by reference into this Prospectus.

The audited unconsolidated financial statements of BASF SE for the fiscal year ending on December 31, 2019, and the auditors' reports thereon, are incorporated by reference into this Prospectus.

The unaudited consolidated selected financial data of BASF Group as of March 31, 2020, contained in BASF's Quarterly Statement for the First Quarter 2020 on pages 17 – 21, are incorporated by reference into this Prospectus."

6. The first paragraph of the section "GENERAL INFORMATION ABOUT BASF SE - HISTORY AND DEVELOPMENT OF THE ISSUER – Share capital" on p. 25 to 26 of the Prospectus shall be replaced by the following:

"As of the date of this Prospectus as supplemented by the First Supplement, the fully-paid share capital of BASF is unchanged since the date of the last published audited financial statements as of December 31, 2019 and amounts to EUR 1,175,652,728.32 divided into 918,478,694 registered shares with no par value (*Namensaktien*) ("**BASF Share(s)**")."

7. The section "GENERAL INFORMATION ABOUT BASF SE - HISTORY AND DEVELOPMENT OF THE ISSUER – Acquisitions / Divestitures" on p. 26 to 28 of the Prospectus shall be supplemented by the following:

"On September 20, 2019, BASF announced to sell its ultrafiltration membrane business to DuPont, which was completed on January 2, 2020. The divestiture includes the shares of Inge GmbH, the business' international sales force, its headquarters and production site in Greifenberg, Germany, and certain intellectual property currently owned by BASF SE. The ultrafiltration membrane business had been part of BASF's Performance Chemicals division. The division's portfolio includes plastic additives, fuel and lubricant solutions, oilfield chemicals and mining solutions as well as kaolin minerals.

On October 7, 2019, BASF announced to invest EUR 20 million into Quantafuel, a specialist for pyrolysis of mixed plastic waste and purification of pyrolysis oil, headquartered in Oslo, Norway. The investment will be facilitated via the subscription of new shares and via the grant of a convertible loan. Together, the partners aim to further develop Quantafuel's technology for chemical recycling, consisting of an integrated process of pyrolysis and purification, towards optimizing the output for the use as feedstock in chemical production. In a second step, Quantafuel also plans to license the jointly developed technology to other parties.

On November 18, 2019, BASF acquires the 3D printing service provider Sculpteo. To continue to expand its position as a leading service provider in the additive manufacturing sector, BASF New Business GmbH has formally agreed to acquire the online 3D printing service provider Sculpteo. The agreement was signed on November 14, 2019 and the closing of this transaction was on November 18, 2019. The acquisition of the French 3D printing specialist based in Paris and San Francisco will enable BASF 3D Printing Solutions GmbH, a wholly-owned subsidiary of BASF New Business GmbH, to market and establish new industrial 3D printing materials more quickly. Sculpteo's management team fully supports the acquisition and will remain in place to provide customers and partners with this expanded service spectrum.

On December 21, 2019, Lone Star Funds, a global private equity firm, announced to acquire BASF's Construction Chemicals business. The purchase price on a cash and debt-free basis is EUR 3.17 billion. The transaction is expected to close in the third quarter of 2020, subject to the approval of the relevant competition authorities.

On January 31, 2020, BASF closes the acquisition of its polyamide business from Solvay. The transaction broadens BASF's polyamide capabilities with innovative and well-known products such as Technyl®. This will allow BASF to support its customers with even better engineering plastics solutions, e.g., for autonomous driving and e-mobility. The transaction also enhances the company's access to growth markets in Asia as well as in North and South America. Through the backward integration into the key raw material adiponitrile (ADN), BASF will now be present along the entire value chain for polyamide 6.6 and improve its supply reliability. The purchase price for the polyamide business acquired by BASF on a cash and debt-free basis amounts to EUR 1.3 billion; sales generated in 2018 were about EUR 1.0 billion. The business will be integrated into the Performance Materials and Monomers divisions of BASF."

8. The section "GENERAL INFORMATION ABOUT BASF SE - HISTORY AND DEVELOPMENT OF THE ISSUER – Capitalization and financial indebtedness" on p. 28 to 30 of the Prospectus shall be supplemented by the following:

"The following table sets forth the consolidated capitalization of BASF Group as of December 31, 2019 and December 31, 2018:

| Stockholders' equity and liabilities (million EUR) | December 31, 2019 | December 31, 2018 |
|---|--------------------------|--------------------------|
| Stockholders' equity | | |
| Subscribed capital | 1,176 | 1,176 |
| Capital reserves | 3,115 | 3,118 |
| Retained earnings | 42,056 | 36,699 |
| Other comprehensive income | (4,850) | (5,939) |
| Non-controlling interest | 853 | 1,055 |
| Noncurrent liabilities | | |
| Provisions for pensions and similar obligations | 7,683 | 7,434 |
| Other provisions | 1,340 | 1,301 |
| Deferred tax liabilities | 2,280 | 2,346 |
| Financial indebtedness | 15,015 | 15,332 |
| Other liabilities* | 1,678 | 705 |
| Current liabilities | | |
| Accounts payable, trade | 5,087 | 5,122 |
| Provisions | 2,938 | 3,252 |
| Tax liabilities | 756 | 695 |
| Financial indebtedness | 3,362 | 5,509 |
| Other liabilities* | 3,427 | 2,998 |
| Liabilities of disposal groups | 1,034 | 5,753 |
| Total stockholders' equity and liabilities | 86,950 | 86,556 |

* Other liabilities were adjusted as of January 1, 2019, to reflect lease liabilities for right-of-use assets following the initial application of IFRS 16.

| Contingent liabilities (million EUR) | December 31, 2019 | December 31, 2018 |
|---|--------------------------|--------------------------|
| Bills of exchange | 6 | 7 |
| Guarantees | 447 | 75 |
| Warranties | 65 | 50 |
| Collateral granted on behalf of third-party liabilities | 1 | 1 |
| Total | 519 | 133 |

Consolidated statement of comprehensive income

| Income and expense items (million EUR) | January 1, 2019 – December 31, 2019 | January 1, 2018 – December 31, 2018 |
|---|--|--|
| Income after taxes | 8,491 | 4,979 |
| Remeasurement of defined benefit plans | (706) | (977) |
| Deferred taxes on non-reclassifiable gains/losses | 359 | 235 |
| Non-reclassifiable gains/losses after taxes from equity-accounted investments | (46) | (3) |
| Non-reclassifiable gains/losses | (393) | (745) |
| Unrealized gains/losses from fair value changes in securities measured at FVOCI* | - | 1 |
| Reclassifications of realized gains/losses recognized in the income statement | - | - |
| Fair value changes in securities measured at FVOCI, net | - | 1 |
| Unrealized gains/losses from cash flow hedges | 25 | 19 |
| Reclassifications of realized gains/losses recognized in the income statement | 54 | (44) |
| Fair value changes in derivatives designated as cash flow hedges, net | 79 | (25) |
| Unrealized gains/losses from currency translation | 481 | 194 |
| Reclassification of realized gains/losses from currency translation recognized in the statement of income | 834 | - |
| Deferred taxes for gains/losses that can be reclassified | (28) | 9 |
| Reclassifiable gains/losses after taxes from equity-accounted shareholdings | (9) | (20) |
| Other comprehensive income after tax | 964 | (586) |
| Comprehensive income | 9,455 | 4,393 |

* FVOCI: fair value through other comprehensive income"

9. The first paragraph of the section "ORGANIZATIONAL STRUCTURE – Management and Supervisory Bodies - *Board of Executive Directors*" on p. 32 of the Prospectus shall be replaced by the following:

"The number of members of the Board of Executive Directors is determined by the Supervisory Board, subject to a minimum of two members. As of the date of this Prospectus as supplemented by the First Supplement, BASF's Board of Executive Directors has six members."

10. The table in the section "ORGANIZATIONAL STRUCTURE - Management and Supervisory Bodies - *Board of Executive Directors*" and the paragraph prior to that table on p. 32 to 33 of the Prospectus shall be replaced by the following:

"The following table shows the current members of BASF's Board of Directors effective as of January 1, 2020, and a list of responsibilities of outside directorships:

| Name | Main Area of Responsibility | Membership on supervisory and advisory boards |
|--------------------------|---|---|
| Dr. Martin Bruder Müller | Chairman of the Board of Executive Directors, responsible for Corporate Legal, Compliance, Tax & Insurance; Corporate Development; Corporate Communications & Government Relations; Corporate Human Resources; Corporate Investor Relations | - |
| Dr. Hans-Ulrich Engel | Vice Chairman of the Board and Chief Financial Officer, responsible for Corporate Finance; Corporate Audit; Global Business Services; Global Digital Services; Global Procurement | Chairman of the Supervisory Board of Wintershall Dea, Chairman of the Supervisory Board of Wintershall AG and member of the Shareholders' Committee of Nord Stream AG |
| Michael Heinz | Industrial Relations Director and Site Director of Ludwigshafen, responsible for Global Engineering Services, Corporate Environmental Protection, Health & Safety, European Site & Verbund Management, Region South America | Member of the Supervisory Board of Wintershall Dea and Chairman of the Administrative Council of BASF Antwerpen N.V. |
| Dr. Markus Kamieth | Responsible for Catalysts, Coatings, Dispersions & Pigments, Performance Chemicals, Advanced Materials & Systems Research, BASF New Business, Greater China, South & East Asia, ASEAN & Australia/New Zealand | Member of the Board of Directors of Solenis UK International Ltd. |
| Saori Dubourg | Responsible for Agricultural Solutions, Care Chemicals, Nutrition & Health, Construction | Member of the Supervisory Board of Wintershall Dea |

| | | |
|----------------|---|---|
| | Chemicals, Bioscience Research, Region Europe | |
| Wayne T. Smith | Responsible for Monomers, Performance Materials, Petrochemicals, Intermediates, Market & Business Development, Site & Verbund Management North America, Country Platforms North America, Process Research & Chemical Engineering" | - |

11. The section "ORGANIZATIONAL STRUCTURE - Employees" on p. 34 to 35 of the Prospectus shall be supplemented by the following:

"As of December 31, 2019, BASF Group employed a workforce of 117,628 employees worldwide. About 45.9% of the workforce is based in Germany. In 2019, BASF Group spent EUR 10,924 million on wages and salaries, social security contributions and expenses for pensions and assistance. Personnel expenses increased by 2.5% compared to the previous year. The increase in personnel expenses was due primarily to higher expenses for the long-term incentive program, a higher level of wages and salaries and the higher average number of employees resulting from the acquisition of significant parts of Bayer's business. Offsetting factors were the merger of the oil and gas businesses of BASF and DEA in the joint venture Wintershall Dea, as well as the decrease in expenses for pension benefits due to plan curtailments.

The following table details BASF Group's workforce on a regional basis as of December 31, 2019 and 2018, respectively.

| | 2019 | 2018 |
|------------------------------------|---------|----------|
| Europe | 72,153 | 75,188 |
| Thereof Germany | 54,028 | 55,839 |
| North America | 19,355 | 20,069 |
| Asia Pacific | 18,634 | 19,303 |
| South America, Africa, Middle East | 7,486 | 7,844 |
| Total | 117,628 | 122,404" |

12. The section "ORGANIZATIONAL STRUCTURE – Credit Ratings " on p. 35 of the Prospectus shall be replaced by the following:

"Standard & Poor's Global Ratings ("**Standard & Poor's**")^{2,6} has assigned the long-term credit rating "A"^{3,4} (outlook negative) to BASF. Moody's Investors Service Ltd. ("**Moody's**")^{5,6} has assigned an "A2"^{4,7} rating (review for downgrade)."

² Standard & Poor's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of September 16, 2009 on credit rating agencies, as amended (the "**CRA Regulation**").

³ Standard & Poor's has assigned the long-term credit rating A (outlook negative) to BASF, which indicates that the Issuer has a strong capacity to meet its financial commitments but is somewhat susceptible to adverse economic conditions and change in circumstances. The "negative" outlook reflects that Standard & Poor's may lower the rating in the next 6 to 24 months.

⁴ A credit rating assesses the creditworthiness of an entity and informs an investor therefore about the probability of the entity being able to redeem invested capital. It is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

⁵ Moody's is established in the European Community is registered under the CRA Regulation.

13. The section "SIGNIFICANT CHANGES/TREND INFORMATION" on p. 54 of the Prospectus shall be replaced by the following:

"There have been no significant changes in the financial position of BASF Group since March 31, 2020. There has been no material adverse change in the prospects of BASF Group since the date of the last published audited financial statements as of December 31, 2019. There has not been any significant change in the financial performance of BASF Group since March 31, 2020, the end of the last financial period for which financial information has been published, to the date of the Prospectus as supplemented by this First Supplement."

14. The heading of the section "OUTLOOK FOR 2019" on p. 54 of the Prospectus shall be replaced by the new heading "OUTLOOK" and this section shall be supplemented by the following:

"The sales and earnings forecast for the 2020 business year provided by BASF on February 28, 2020, will not be able to be met. The company is therefore withdrawing its outlook. It is currently impossible to reliably estimate both the length and the further spread of the coronavirus pandemic, as well as future measures to contain it. Consequently, concrete statements on the future development of sales and earnings cannot be made at present.

BASF expects to be severely impacted by the economic consequences of the global drop in demand and production, in particular as a result of the ongoing production stoppages in the automotive industry. The effects of the coronavirus pandemic will also impact other customer industries. As a result, the company anticipates a considerable decline in sales volumes in the second quarter of 2020. BASF currently expects a slow recovery for the third and fourth quarters of 2020; how the situation develops is, however, extremely uncertain at this point in time.

BASF will quantify its expectations for the future development of sales and earnings as soon as it is again possible to make a reliable forecast."

15. The section "RECENT EVENTS" on p. 55 to 56 of the Prospectus shall be supplemented by the following:

"On October 17, 2019, ADNOC, Adani, BASF & Borealis sign a Memorandum of Understanding to further evaluate their collaboration for a chemical production complex in Mundra, India. This is the next step of BASF's and Adani's investment plans as announced in January 2019. With the inclusion of ADNOC and Borealis as potential partners, the parties are examining various structuring options for the chemical complex that will leverage the technical, financial and operational strengths of each company. The total investment is estimated to be up to USD 4 billion.

On October 21, 2019 BASF announces to reduce the size of its Board of Executive Directors from seven to six members effective January 1, 2020, as part of ongoing efficiency measures. Board member Sanjeev Gandhi will leave the company at his own request. He was appointed to the Board in December 2014.

⁶ The European Securities and Markets Authority publishes on its website (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

⁷ Moody's has assigned an "A2" rating (review for downgrade) which means that obligations of the Issuer are judged to be upper-medium grade and are subject to low credit risk and that the Issuer has a strong ability to repay short-term debt obligations.

On November 23, 2019, BASF launched its smart Verbund project in Zhanjiang, China and commenced building its first plants. It marks a milestone of the company's USD 10 billion investment project announced in July 2018. The first plants will produce engineering plastics and thermoplastic polyurethane (TPU) to serve the increasing needs of various growth industries in the southern China market and throughout Asia.

Since January 1, 2020, as part of the implementation of BASF's corporate strategy, the operating divisions, cross-functional service units, the regions and a lean Corporate Center have formed the cornerstones of the new BASF organization. This organizational realignment has created the conditions for greater customer proximity, increased competitiveness and profitable growth.

On February 12, 2020, BASF announced a new battery materials production site in Schwarzheide, Germany, as part of its multi-step investment plan to support the European electric vehicle (EV) value chain. This state-of-the art plant will produce cathode active materials (CAM) with an initial capacity enabling the supply of around 400,000 full electric vehicles per year with BASF battery materials. Innovative cathode materials by BASF increase the performance of batteries, promoting the success of climate-friendly mobility.

On March 6, 2020, Fortum, BASF, and Nornickel have signed a letter of intent to plan a battery recycling cluster in Harjavalta, Finland, serving the electric vehicle market. This would enable a successful 'closed loop' cycle to re-use the critical metals present in used batteries.

On March 17, 2020, BASF announced that due to the rapid spread of the coronavirus (SARS-CoV-2) in Germany, BASF SE will not be able to hold its Annual Shareholders' Meeting on April 30, 2020 at the Rosengarten Congress Center as planned. As a result of the postponement of the Annual Shareholders' Meeting, the proposed dividend cannot be paid out on May 6, 2020 as planned. This is subject to a corresponding resolution on the appropriation of profit by the BASF Annual Shareholders' Meeting. Depending on the progression of the virus and the measures imposed by the relevant authorities, BASF SE aims to hold the Annual Shareholders' Meeting within the statutory period of six months after the beginning of the fiscal year (until June 30, 2020) for companies with the legal form of a Societas Europaea (SE).

On April 9, 2020, BASF announced to hold a virtual Annual Shareholders' Meeting on June 18, 2020.

On April 29, 2020, BASF withdrew its outlook for 2020 business year. The sales and earnings forecast for the 2020 business year provided by BASF on February 28, 2020, will not be able to be met. The company is therefore withdrawing its outlook. It is currently impossible to reliably estimate both the length and the further spread of the coronavirus pandemic, as well as future measures to contain it. Consequently, concrete statements on the future development of sales and earnings cannot be made at present. The dividend proposed by Board of Executive Directors and Supervisory Board for the 2019 business year unchanged at EUR 3.30 per share."

III. Supplemental and replacement information pertaining to BASF FINANCE EUROPE N.V. AS ISSUER

1. The first paragraph of the section "STATUTORY AUDITORS" on p. 57 of the Prospectus shall be replaced by the following:

"The independent auditors of BASF Finance are BDO Audit and Assurance B.V., P.O. Box 71730, 1008 DE Amsterdam, Krijgsman 9, 1186 DM Amstelveen, The Netherlands. They are members of The Netherlands Institute of Chartered Accountants (*Nederlandse Beroepsorganisatie van Accountants*). They have audited the financial statements of BASF Finance for the year 2019 which was prepared in accordance with Dutch GAAP, and have issued an unqualified opinion.

The independent auditors of BASF Finance for the financial statements 2018 and 2017 were Grant Thornton Accountants en Adviseurs B.V., Flemingweg 10, P.O. Box 2259, 2400 CG Alphen aan den Rijn, The Netherlands. They were members of The Netherlands Institute of Chartered Accountants

(Nederlandse Beroepsorganisatie van Accountants). They have audited the financial statements of BASF Finance for the years 2018 and 2017, each of which were prepared in accordance with Dutch GAAP, and have issued unqualified opinions in each case."

2. The section "SELECTED FINANCIAL INFORMATION" on p. 57 of the Prospectus shall be supplemented by the following:

"The financial information below was extracted from the audited financial statements of BASF Finance for the years ended December 31, 2019 and 2018. All statements have been prepared in accordance with Dutch GAAP.

| | January 1, 2019 – December 31, 2019 | January 1, 2018 – December 31, 2018 |
|--|--|--|
| | thousand EUR | |
| Sales | 0 | 0 |
| Financial result | (2,241) | (1,899) |
| Other operating expenses | 174 | 172 |
| Tax on result from ordinary activities | 547 | 574 |
| Net income | (1,868) | (1,497) |
| | | |
| | December 31, 2019 | December 31, 2018 |
| | thousand EUR | |
| Total assets | 1,695,729 | 3,349,080 |
| Stockholders' equity | 10,351 | 12,219 |
| Provisions | - | 1,187 |
| Noncurrent liabilities | 681,997 | 3,325,377 |
| Current liabilities | 1,003,381 | 10,297" |

3. The section "HISTORICAL FINANCIAL INFORMATION" on p. 58 of the Prospectus shall be supplemented by the following:

"The audited financial statements of BASF Finance for the fiscal year ending on December 31, 2019 and the auditor's report thereon, contained in the Financial Report on pages 9-34, are incorporated by reference into this Prospectus."

4. The section "SIGNIFICANT CHANGES/TREND INFORMATION" on p. 59 of the Prospectus shall be replaced by the following:

"There have been no significant changes in the financial position of BASF Finance since December 31, 2019. There has been no material adverse change in the prospects of BASF Finance since the date of the last published audited financial statements as of December 31, 2019. No developments are currently foreseen that are reasonably likely to have a material negative effect on BASF Finance's prospects. There has not been any significant change in the financial performance of BASF Group since March 31, 2020, the end of the last financial period for which financial information has been published, to the date of the Prospectus as supplemented by the First Supplement."

IV. Supplemental information pertaining to GENERAL INFORMATION

The list in the section "Documents Available" on p. 177 of the Prospectus shall be supplemented by inserting the following additional items:

- "(viii) the audited consolidated annual financial statements of BASF Group in respect of the financial year ended 2019 and the unaudited consolidated financial statements of BASF Group as of March 31, 2020;
- (ix) the audited consolidated annual financial statements of BASF in respect of the financial year ended 2019;
- (x) the audited annual financial statements of BASF Finance in respect of the financial year ended 2019."

V. Supplemental information pertaining to DOCUMENTS INCORPORATED BY REFERENCE

1. The list in the section "DOCUMENTS INCORPORATED BY REFERENCE" on p. 178 of the Prospectus shall be supplemented by inserting the following additional items:

- "(h) the published audited consolidated annual financial statements of BASF Group (English language version) dated December 31, 2019, including the auditors' report thereon;
- (i) the published audited unconsolidated annual financial statements of BASF (English language version) dated December 31, 2019, including the auditors' report thereon;
- (j) the published audited financial statements 2019 of BASF Finance as well as the auditor's report thereon;
- (k) the published unaudited interim consolidated financial statements of BASF Group as of March 31, 2020."

2. The following shall be added to the table "Cross-reference list of Documents incorporated by Reference" on p. 178 of the Prospectus:

| "Page" | Section of Prospectus | Document incorporated by reference |
|--------|-----------------------------------|---|
| 22 | BASF Group, Financial Information | Financial Report 2019 of BASF Group (p. 185 – p. 289) Consolidated balance sheet (p. 197 – p. 198) Consolidated statement of income (p. 194) Consolidated statement of cash flows (p. 199) Notes (p. 201 – p. 289) Auditors' report (p. 187 – p. 193) http://report.basf.com/2019/en/servicepages/downloads/files/BASF_Report_2019.pdf |

| "Page | Section of Prospectus | Document incorporated by reference |
|-------|-------------------------------------|---|
| | | Quarterly Statement for the First Quarter 2020 of BASF Group (p. 17 – p. 21) Consolidated balance sheet (p. 19 - 20) Consolidated statement of income (p. 17-18) Consolidated statement of cash flows (p. 21) http://report.basf.com/2020/q1/en/servicepages/downloads/files/entire_basf_qs1_20.pdf |
| 22 | BASF SE, Financial Information | Financial Report 2019 of BASF SE (p. 71 – p. 115) Balance Sheet, (p. 72) Statement of Income, (p. 71) Notes, (p. 73 – p. 108) Auditors' Report, (p. 110 – p. 115) https://www.basf.com/global/documents/en/news-and-media/publications/reports/2020/Financial_Statements_BASF_SE_2019.pdf |
| 57 | BASF Finance, Financial Information | Financial Report 2019 of BASF Finance Balance Sheet (p. 9) Profit & Loss Account (p. 10) Cash Flow Statement (p. 11) Notes (p. 12 – p. 26) Auditors' Report (p. 30 – p. 34) https://www.basf.com/global/documents/en/investor-relations/creditor-relations/bonds/reports-basf-finance-europe-nv/BASF_Finance_Europe_NV_Annual-Report_2019.pdf |

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