

Second Supplement
to the Debt Issuance Program Prospectus
Dated September 11, 2017 (the "Prospectus")
as supplemented by the
First Supplement dated October 30, 2017

Dated May 7, 2018



BASF SE
BASF Finance Europe N.V.

Euro 20,000,000,000
Debt Issuance Program
(the "Program")

Second supplement dated May 7, 2018 to the two base prospectuses of BASF SE and BASF Finance Europe N.V. as supplemented by the supplement dated October 30, 2017 (the "**First Supplement**") in respect of the Program dated September 11, 2017 (together the "**Supplemented Prospectus**") pursuant to Art. 16 (1) of Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003, as amended (the "**Prospectus Directive**") and Art. 13 (1) of the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*; hereinafter the "**Luxembourg Prospectus Act**") (the "**Second Supplement**").

This Second Supplement is supplemental to, and should only be distributed in connection with and only be read in conjunction with the Prospectus as supplemented by the First Supplement, pertaining to the Program. 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 the First Supplement and this Second Supplement.

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 Luxembourg Prospectus Act to provide the competent authorities in the United Kingdom of Great Britain and Northern Ireland, the Republic of Ireland, the Republic of Austria, the Federal Republic of Germany and The Netherlands with a certificate of approval attesting that this Second Supplement has been drawn up in accordance with the Luxembourg Prospectus Act (the "**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 Second Supplement as well as the Prospectus as supplemented by the First Supplement (including the documents incorporated by reference) 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).

I. GENERAL INFORMATION

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 Second Supplement.

Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement for which they are responsible is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus as supplemented by the First Supplement shall have the same meaning in this Second Supplement.

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in or incorporated by reference into the Supplemented Prospectus prior to the date of this Second Supplement, the statements in this Second Supplement will prevail.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Supplemented 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 Supplemented Prospectus as supplemented by this Second 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 Supplemented Prospectus as supplemented by this Second 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 authorized to give any information which is not contained in or not consistent with the Supplemented Prospectus as supplemented by this Second 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 authorized by 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 Supplemented Prospectus as supplemented by this Second Supplement, excluding the Issuers, is responsible for the information contained in the Supplemented Prospectus as supplemented by this Second Supplement as completed by 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 13 (2) of the Luxembourg Prospectus Act, where the Prospectus relates to an offer to the public, investors who have – prior to the publication of this Second Supplement – already agreed to purchase or subscribe for Notes to be issued under this Program shall have the right, exercisable within a time limit of two working days after the publication of the Second Supplement, to withdraw their acceptances provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the Notes. A withdrawal, if any, of an order must be communicated in writing to the relevant Issuer at its registered office, specified in the address list of the Prospectus on page 200. The final date of the right to withdrawal shall be May 14, 2018.

II. AMENDMENTS TO PROSPECTUS

1. Supplemental information pertaining to Section "Notice" on p. 2 et seq. of the Supplemented Prospectus

After the 6th paragraph of this Section, the following new paragraphs shall be included:

"The Final Terms in respect of any Notes may include a legend entitled "MiFID II Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, "**MiFID II**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules."

2. Supplemental and replacement information pertaining to the SUMMARY

The following shall supplement the first table and the second table and shall replace the two paragraphs below the second table in section B.12 – [Issuer] [Guarantor] – on p. 8 of the Supplemented Prospectus:

"B.12 Selected historical key financial information

	January 1, 2017 – December 31, 2017	January 1, 2016 – December 31, 2016
	million EUR	
Sales	64,475	57,550
Income from operations before depreciation and amortization (EBITDA)	12,742	10,526
Income from operations (EBIT)	8,522	6,275
Net income	6,078	4,056
Cash provided by operating activities	8,785	7,717
	December 31, 2017	December 31, 2016
	million EUR	
Total assets	78,768	76,496
Stockholders' equity	34,756	32,568
Noncurrent liabilities	29,132	28,611
Current liabilities	14,880	15,317

	January 1, 2018 – March 31, 2018	January 1, 2017 to March 31, 2017
	million EUR	
Sales	16,646	16,857
Income from operations before depreciation and amortization (EBITDA)	3,448	3,502
Income from operations (EBIT)	2,521	2,451
Net income	1,679	1,709
Cash provided by operating activities	1,231	833
	March 31, 2018	March 31, 2017
	million EUR	
Total assets	80,453	79,074
Stockholders' equity	36,387	34,564
Noncurrent liabilities	27,765	29,778
Current liabilities	16,301	14,732

Material adverse change in the prospects of the Issuer	There has been no material adverse change in the prospects of BASF since the date of the last published audited financial statements as of December 31, 2017.
Significant change in the financial and trading position	Not applicable. There has been no significant change in the financial or trading position of BASF since March 31, 2018."

The following shall be inserted in section B.13 – [Issuer] [Guarantor] – after the third paragraph on p. 8 et seq. of the Supplemented Prospectus:

"B.13	Recent events	<p>In addition to the agreement signed in October 2017 concerning the acquisition of significant parts of Bayer's seed and non-selective herbicide businesses, BASF has signed an agreement to purchase additional seeds and crop protection businesses and assets from Bayer. Bayer divested these businesses and assets in the context of its planned acquisition of Monsanto. The all-cash purchase price for the additional businesses and assets BASF agreed to acquire is €1.7 billion, subject to certain adjustments at closing. All transactions remain subject to the closing of Bayer's acquisition of Monsanto, expected in the second quarter of 2018. BASF's acquisition of the businesses and assets Bayer offered to divest in the context of its planned acquisition of Monsanto remains subject to the approval by relevant merger control authorities.</p> <p>BASF and LetterOne signed a letter of intent on December 7, 2017 to merge their respective oil and gas businesses in a joint venture, which would operate under the name Wintershall DEA. By combining these two German-based entities, their parent companies strive to create a basis for further profitable growth, optimize the portfolio footprint of the combined business and realize synergies. Closing could be expected in the second half of 2018, subject to customary regulatory approvals. In the medium term, BASF and LetterOne envisage to list Wintershall DEA through an initial public offering. There is, however, no assurance that BASF and LetterOne will enter into definitive transaction agreements or that the intended transaction will be consummated.</p> <p>On May 2, 2018, BASF and Solenis have signed an agreement to join forces by combining BASF's paper wet-end and water chemicals business with Solenis. The combined entity with pro-forma sales of around €2.4 billion and around 5,000 employees in 2017 aims to deliver additional value for paper and water treatment customers. The goal is to create a customer-focused global solutions provider for the industry. Pending approval by the relevant authorities, closing is anticipated for the end of 2018 at the earliest. BASF will hold a 49% share of the combined entity that will operate under the Solenis name and be headquartered in Wilmington, Delaware, USA. 51% of the shares will be held by funds managed by Clayton, Dubilier & Rice."</p>
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The following shall replace the first table and the two paragraphs below the second table in section B.12 – Issuer – on p. 10 of the Supplemented Prospectus:

	January 1, 2017 – December 31, 2017	January 1, 2016 – December 31, 2016	January 1, 2015 – December 31, 2015
	thousand EUR		
Sales	0	0	0
Financial result	(1,512)	540 ¹	3,183
Other operating expenses	249	174 ¹	(1,826)
Net Income	(1,325)	273	1,016
	December 31, 2017	December 31, 2016	December 31, 2015
	thousand EUR		
Total assets	3,172,832	4,525,250	3,026,793

	January 1, 2017 – December 31, 2017	January 1, 2016 – December 31, 2016	January 1, 2015 – December 31, 2015
	thousand EUR		
Stockholders' equity	13,716	15,041	6,804
Noncurrent liabilities	3,149,392	3,147,408	1,654,500
Current liabilities	7,818	1,360,239	1,365,489

1 The items “Financial result” and “Other operating expenses” of the financial information 2016 for BASF Finance Europe N.V. were changed due to a reclassification of the guarantee provision from general and administrative expense to interest result.

	Material adverse change in the prospects of the Issuer	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, 2017.
	Significant change in the financial and trading position	Not applicable. There has been no significant change in the financial or trading position of BASF Finance since December 31, 2017."

2. Supplemental and replacement information pertaining to the GERMAN TRANSLATION OF THE SUMMARY

The following shall supplement the first table and the second table and shall replace the two paragraphs below the second table in section B.12 – [Emittentin] [Garantin] – on p. 20 of the Prospectus:

"B.12 Ausgewählte wesentliche historische Finanzinformationen

	1. Januar 2017 – 31. Dezember 2017	1. Januar 2016 – 31. Dezember 2016
	Millionen EUR	
Umsatz	64.475	57.550
Ergebnis der Betriebstätigkeit vor Abschreibungen (EBITDA)	12.742	10.526
Ergebnis der Betriebstätigkeit (EBIT)	8.522	6,275
Jahresüberschuss	6.078	4.056
Cashflow aus betrieblicher Tätigkeit	8.785	7.717
	31. Dezember 2017	31. Dezember 2016
	Millionen EUR	
Gesamtvermögen	78.768	76.496
Eigenkapital	34.756	32.568
Langfristiges Fremdkapital	29.132	28.611
Kurzfristiges Fremdkapital	14.880	15.317

	1. Januar 2018 – 31. März 2018	1. Januar 2017 – 31. März 2017
	Millionen EUR	
Umsatz	16.646	16.857
Ergebnis der Betriebstätigkeit vor Abschreibungen (EBITDA)	3.448	3.502
Ergebnis der Betriebstätigkeit (EBIT)	2.521	2.451
Jahresüberschuss	1.679	1.709
Cashflow aus betrieblicher Tätigkeit	1.231	833
	31. März 2018	31. März 2017
	Millionen EUR	
Gesamtvermögen	80.453	79.074
Eigenkapital	36.387	34.564
Langfristiges Fremdkapital	27.765	29.778
Kurzfristiges Fremdkapital	16.301	14.732

Wesentliche Verschlechterung der Aussichten des Emittenten	Der Geschäftsausblick von BASF hat sich seit dem letzten veröffentlichten und geprüften Abschluss vom 31. Dezember 2017 nicht wesentlich negativ verändert.
Signifikante Veränderungen in der Finanz- bzw. Handelsposition	Nicht anwendbar. Seit dem 31. März 2018 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition von BASF gegeben."

The following shall be inserted in section B.13 – [Emittentin] [Garantin] – on p. 20 et seq. of the Supplemented Prospectus:

<p>"B.13</p>	<p>Letzte Ereignisse</p>	<p>Zusätzlich zu der Vereinbarung vom Oktober 2017 betreffend den Erwerb wesentlicher Teile der Saatgut- und nicht-selektiven Herbizid-Geschäfte von Bayer, hat BASF nun eine Vereinbarung zum Erwerb weiterer Saatgut- und Pflanzenschutzgeschäfte und Vermögenswerte von Bayer unterzeichnet. Bayer veräußert diese Geschäfte und Vermögenswerte im Zusammenhang mit der geplanten Übernahme von Monsanto. Der Kaufpreis für die weiteren Geschäfte und Vermögenswerte beträgt 1,7 Milliarden € in bar, vorbehaltlich bestimmter Anpassungen zum Abschluss der Transaktion. Alle Transaktionen stehen unter dem Vorbehalt des Abschlusses der Übernahme von Monsanto durch Bayer, die im zweiten Quartal 2018 erwartet wird. Der Erwerb der von Bayer im Rahmen der geplanten Übernahme von Monsanto zur Veräußerung angebotenen Geschäfte und Vermögenswerte durch BASF bedarf noch der Genehmigung durch die zuständigen Fusionskontrollbehörden.</p> <p>BASF und LetterOne haben am 7. Dezember 2017 eine Absichtserklärung über den Zusammenschluss ihrer jeweiligen Öl- und Gasgeschäfte in einem Joint Venture, das unter dem Namen Wintershall DEA firmieren würde, unterzeichnet. Durch den Zusammenschluss der beiden deutschen Unternehmen wollen die Muttergesellschaften die Basis für weiteres profitables Wachstum legen, das Portfolio des zusammengeführten Geschäfts optimieren und Synergien erzielen. Mit einem Closing könnte in der zweiten Jahreshälfte 2018 gerechnet werden, vorbehaltlich der üblichen behördlichen Genehmigungen. Mittelfristig streben BASF und LetterOne einen Börsengang von Wintershall DEA mittels eines sogenannten Initial Public Offering ("Erstplatzierung") an. Es besteht jedoch keinerlei Gewissheit, dass sich BASF und LetterOne auf endgültige Vereinbarungen einigen oder die angestrebte Transaktion vollzogen wird.</p> <p>BASF und Solenis haben am 2. Mai 2018 eine Vereinbarung über einen Zusammenschluss des BASF-Geschäfts für Wet-End Papier- und Wasserchemikalien mit Solenis unterzeichnet. Das kombinierte Unternehmen hatte im Jahr 2017 einen Pro-Forma-Umsatz von rund 2,4 Milliarden € und beschäftigte etwa 5.000 Mitarbeiter. Ziel ist es, durch einen starken Kundenfokus als globaler Lösungsanbieter einen Mehrwert für Kunden der Papier- und Wasseraufbereitungsindustrien zu schaffen. Vorbehaltlich der Zustimmung der zuständigen Behörden wird ein Abschluss der Transaktion frühestens Ende 2018 erwartet. BASF wird einen Anteil von 49 % an dem gemeinsamen Unternehmen halten, das unter dem Namen Solenis am Markt auftreten und seinen Hauptsitz in Wilmington, Delaware, USA haben wird. 51 % der Anteile werden von Fonds gehalten, die von Clayton, Dubilier & Rice verwaltet werden."</p>
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The following shall replace the first table and the two paragraphs below the second table in section B.12 – Emittentin – on p. 22 of the Supplemented Prospectus:

	1. Januar 2017 – 31. Dezember 2017	1. Januar 2016 – 31. Dezember 2016	1. Januar 2015 – 31. Dezember 2015
	Tausend EUR		
Umsatz	0	0	0
Finanzergebnis	(1.512)	540 ¹	3.183
Sonstige betriebliche Aufwendungen	249	174 ¹	(1.826)
Ergebnis	(1.325)	273	1.016
	31. Dezember 2017	31. Dezember 2016	31. Dezember 2015
	Tausend EUR		
Gesamtvermögen	3.172.832	4.525.250	3.026.793
Eigenkapital	13.716	15.041	6.804
Langfristiges Fremdkapital	3.149.392	3.147.408	1.654.500
Kurzfristiges Fremdkapital	7.818	1.360.239	1.365.489

1 Die Punkte "Finanzergebnis" und "Sonstige betriebliche Aufwendungen" der Finanzinformationen 2016 der BASF Finance Europe N.V. wurden anlässlich einer Umqualifizierung der Garantierückstellung aus dem Verwaltungsaufwand in das Zinsergebnis geändert.

	Wesentliche Verschlechterung der Aussichten des Emittenten	Der Geschäftsausblick der BASF Finance hat sich seit dem letzten veröffentlichten und geprüften Abschluss vom 31. Dezember 2017 nicht wesentlich negativ verändert.
	Signifikante Veränderungen in der Finanz- bzw. Handelsposition	Nicht anwendbar. Seit dem 31. Dezember 2017 hat es keine signifikanten Änderungen der Finanz- bzw. Handelspositionen von BASF Finance gegeben."

3. Supplemental and replacement information pertaining to the section BASF SE AS ISSUER AND GUARANTOR

The following shall supplement the first paragraph on p. 45 of the Supplemented Prospectus under the heading "STATUTORY AUDITORS":

"The following selected financial data for the years 2017 and 2016 are excerpted from the Consolidated Financial Statements of BASF Group, which have been audited by KPMG AG Wirtschaftsprüfungsgesellschaft ("**KPMG**"), THE SQUAIRE, Am Flughafen, 60549 Frankfurt am Main, Germany, as the independent registered public accounting firm for BASF and for which unqualified auditor's reports have been issued in each case, and from the unaudited consolidated quarterly financial statements of BASF Group as of March 31, 2018."

The following shall supplement the first table and the second table on p. 45 and 46 of the Supplemented Prospectus under the heading "SELECTED FINANCIAL INFORMATION":

"

	January 1, 2017 – December 31, 2017	January 1, 2016 – December 31, 2016
	million EUR	
Sales	64,475	57,550
Income from operations before depreciation and amortization (EBITDA)	12,742	10,526
Income from operations (EBIT)	8,522	6,275
Net Income	6,078	4,056
Cash provided by operating activities	8,785	7,717
	December 31, 2017	December 31, 2016
	million EUR	
Total assets	78,768	76,496
Stockholders' equity	34,756	32,568
Noncurrent liabilities	29,132	28,611
Current liabilities	14,880	15,317

	January 1, 2018 – March 31, 2018	January 1, 2017 – March 31, 2017
	million EUR	
Sales	16,646	16,857
Income from operations before depreciation and amortization (EBITDA)	3,448	3,502
Income from operations (EBIT)	2,521	2,451
Net income	1,679	1,709

	January 1, 2018 – March 31, 2018	January 1, 2017 – March 31, 2017
	million EUR	
Cash provided by operating activities	1,231	833
	March 31, 2018	March 31, 2017
	million EUR	
Total assets	80,453	79,074
Stockholders' equity	36,387	34,564
Noncurrent liabilities	27,765	29,778
Current liabilities	16,301	14,732

- 1 "EBITDA" is defined as income from operations before interest, taxes, depreciation and amortization. Depreciation and amortization includes amortization and depreciation of, and valuation allowances (impairments and write-ups) on intangible assets and property, plant and equipment.
- 2 "EBIT" is defined as income from operations before interest and taxes."

The following shall supplement the first table (EBIT) and the second table (EBITDA) of the section "ALTERNATIVE PERFORMANCE MEASURES (APM)" on p. 46 of the Supplemented Prospectus:

	"January 1, 2017 – December 31, 2017	January 1, 2016 – December 31, 2016
Income from operations (EBIT)	8,522	6,275
Special items	194	(34)
EBIT before special items	8,328	6,309

	January 1, 2017 – December 31, 2017	January 1, 2016 – December 31, 2016
Income from operations (EBIT)	8,522	6,275
Amortization and depreciation of, and valuation allowances on, intangible assets and property, plant and equipment	4,202	4,251
EBITDA	12,724	10,526"

The following shall be added to section "ALTERNATIVE PERFORMANCE MEASURES (APM)" on p. 46 of the Supplemented Prospectus:

"The values for the respective APM for the first quarter 2018 are shown on page 3 and 4 of the Q1 Report 2018."

The following shall be added to the section "HISTORICAL FINANCIAL INFORMATION" on p. 47 of the Supplemented Prospectus:

"The audited consolidated financial statements of BASF Group for the fiscal year ending on December 31, 2017 and the auditors' report thereon, together contained in the BASF Report 2017 on pages 161-234, are incorporated by reference into this Prospectus.

The unaudited consolidated selected financial data of BASF Group contained on p. 15 – 17 in BASF's Quarterly Statement for the 1st Quarter 2018 are incorporated by reference into this Prospectus."

The following shall replace the first sentence of the first paragraph under "Share Capital" on p. 50 of the Supplemented Prospectus:

"As of the date of this Prospectus as supplemented by the Second Supplement, the fully-paid share capital of BASF is unchanged since the date of the last published audited financial statements as of December 31, 2017 and amounts to EUR 1,175,652,728.32 divided into 918,478,694 registered shares with no par value (*Namensaktien*) ("**BASF Shares**")."

The following shall supplement the first table and the second table under "Capitalization and financial indebtedness" on p. 51 et seq. of the Supplemented Prospectus:

"The following table sets forth the consolidated capitalization of BASF Group as of December 31, 2016 and December 31, 2017:

Stockholders' equity and liabilities (million EUR)		
	Dec. 31, 2017	Dec. 31, 2016
Stockholders' equity		
Subscribed capital	1,176	1,176
Capital surplus	3,117	3,130
Retained earnings	34,826	31,515
Other comprehensive income	(5,282)	(4,014)
Minority interests	919	761
	34,756	32,568
Noncurrent liabilities		
Provisions for pensions and similar obligations	6,293	8,209
Other provisions	3,478	3,667
Deferred taxes	2,731	3,317
Financial indebtedness	15,535	12,545
Other noncurrent liabilities	1,095	873
	29,132	28,611
Current liabilities		
Accounts payable, trade	4,971	4,610
Provisions	3,229	2,802
Tax liabilities	1,119	1,288
Financial indebtedness	2,497	3,767
Other current liabilities	3,064	2,850
Liabilities of disposal groups	-	-
	14,880	15,317
Total stockholders' equity and liabilities	78,768	76,496

Consolidated statement of comprehensive income

Income and expense item (million EUR)

	December 31, 2017	December 31, 2016
Income before minority interest	6,352	4,255
Remeasurements for defined benefit plans	1,064	(1,839)
Deferred taxes on nonreclassifiable gains/losses	(320)	553
Nonclassifiable gains/losses after taxes from equity-accounted investments	9	(3)
Income and expense recognized directly in equity that will not be reclassified to the statement of income at a later date	753	(1,289)
Unrealized gains/losses from fair value changes in available-for-sale securities	6	9
Reclassifications of realized gains/losses recognized in the income statement	-	-
Fair value changes in available-for-sale securities, net	6	9
Unrealized gains/losses from future cash flow hedges	(48)	(17)
Reclassifications of realized gains/losses recognized in the income statement	99	(51)
Cash flow hedges, net	51	(68)
Unrealized gains/losses from currency translation	(2,051)	758
Deferred taxes on reclassifiable gains/losses	12	8
Reclassifiable gains/losses after taxes from equity-accounted investments	(126)	100
Reclassifiable gains/losses	(2,108)	807
Other comprehensive income after taxes	(1,355)	(482)
Comprehensive income	4,997	3,773"

The following shall replace the table that shows the current members of BASF's Board of Executive Directors and the paragraph prior to that table on p. 54 et seq. of the Supplemented Prospectus:

"The following table shows the current members of BASF's Board of Executive Directors effective as of the end of the Annual Shareholders' Meeting on May 4, 2018, and a list of responsibilities of outside directorships:

Name	Main Area of responsibility	Membership on supervisory and advisory boards
Dr. Martin Bruder Müller	Chairman and Chief Technology Officer, responsible for Legal, Taxes, Insurance & Intellectual Property; Corporate Development;	--

	Corporate Communications & Government Relations; Senior Executive Human Resources; Investor Relations; Compliance; BASF 4.0; Corporate Technology & Operational Excellence; Digitalization in Research & Development; Innovation Management	
Dr. Hans-Ulrich Engel	Vice Chairman and Chief Financial Officer, responsible for Finance; Oil & Gas; Procurement; Supply Chain Operations & Information Services; Corporate Controlling; Corporate Audit	Chairman of the Supervisory Board of Wintershall AG and Wintershall Holding GmbH, Member of the Shareholders' Committee of Nord Stream AG
Michael Heinz	Industrial Relations Director, responsible for Engineering & Maintenance; Environmental Protection, Health & Safety; European Site & Verbund Management; Human Resources	Chairman of the Administrative Council of BASF Antwerpen N.V.
Dr. Markus Kamieth	Responsible for the divisions Care Chemicals; Dispersions & Pigments; Nutrition & Health; Performance Chemicals; Advanced Materials & Systems Research; BASF New Business; Region South America	--
Saori Dubourg	Responsible for the divisions Construction Chemicals; Crop Protection; Bioscience Research; Region Europe	--
Sanjeev Gandhi	Responsible for the divisions Intermediates; Monomers; Petrochemicals; Greater China & Functions Asia Pacific; South & East Asia, ASEAN & Australia / New Zealand	--
Wayne T. Smith	Responsible for the divisions Catalysts; Coatings; Performance Materials; Market & Business Development, Site & Verbund Management North America; Regional Functions & Country Platforms North America; Process Research & Chemical Engineering"	--

The following shall be supplemented to the section "Employees" after the table on p. 57 of the Supplemented Prospectus:

"As of December 31, 2017, the number of employees rose to 115,490 employees compared with 113,830 employees as of December 31, 2016.

It was distributed over the regions as follows:

Number of employees as of December 31

	2017	2016
Europe	71,653	70,784
Thereof Germany	54,020	53,318
North America	18,295	17,583
Asia Pacific	18,256	18,156
South America, Africa, Middle East	7,286	7,307
Total	115,490	113,830

The following shall replace the section "SIGNIFICANT CHANGES / TREND INFORMATION" on p. 74 of the Supplemented Prospectus:

"There have been no significant changes in the financial or trading position of BASF Group since March 31, 2018. 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, 2017."

The following shall supplement section "OUTLOOK FOR 2017" on p. 74 of the Supplemented Prospectus:

"BASF has adjusted its expectations for the global economic environment in 2018 as follows (previous forecast from the BASF Report for Q3 2017 in parentheses):

- Growth in gross domestic product: 3.0% (2.8%)
- Growth in industrial production: 3.2% (3.1%)
- Growth in chemical production: 3.4% (3.4%)
- Average euro/dollar exchange rate: \$1.20 per euro (\$1.10 per euro)
- Annualized average price of a barrel of oil: \$65 (\$50 per barrel)

The statement on opportunities and risks made in the BASF Report 2016 continues to apply. For 2018, BASF expects important opportunities and risks for their earnings from currency and margin volatility. There is still a risk of global economic slowdown – due in part to the increased tendency toward protectionism – as well as a risk of escalating geopolitical conflicts. BASF's overall assessment of opportunities and risks remains principally valid. After a strong result in 2017, BASF expects considerably lower EBIT in the Chemicals and Agricultural Solutions segment, preliminary as a result of lower margins."

The following shall be inserted at the end of section "RECENT EVENTS" on p. 75 of the Supplemented Prospectus:

"In addition to the agreement signed in October 2017 concerning the acquisition of significant parts of Bayer's seed and non-selective herbicide businesses, BASF has signed an agreement to purchase additional seeds and crop protection businesses and assets from Bayer. Bayer divested these businesses and assets in the context of its planned acquisition of Monsanto. The all-cash purchase price for the additional businesses and assets BASF agreed to acquire is €1.7 billion, subject to certain adjustments at closing. All transactions remain subject to the closing of Bayer's acquisition of Monsanto, expected in the second quarter of 2018. BASF's acquisition of the businesses and assets Bayer offered to divest in the context of its planned acquisition of Monsanto remains subject to the approval by relevant merger control authorities.

BASF and LetterOne signed a letter of intent on December 7, 2017 to merge their respective oil and gas businesses in a joint venture, which would operate under the name Wintershall DEA. By combining these two German-based entities, their parent companies strive to create a basis for further profitable growth, optimize the portfolio footprint of the combined business and realize synergies. Closing could be expected in the second half of 2018, subject to customary regulatory approvals. In the medium term, BASF and LetterOne envisage to list Wintershall DEA through an initial public offering. There is, however, no assurance that BASF and LetterOne will enter into definitive transaction agreements or that the intended transaction will be consummated.

On May 2, 2018, BASF and Solenis have signed an agreement to join forces by combining BASF's paper wet-end and water chemicals business with Solenis. The combined entity with pro-forma sales of around €2.4 billion and around 5,000 employees in 2017 aims to deliver additional value for paper and water treatment customers. The goal is to create a customer-focused global solutions provider for the industry. Pending approval by the relevant authorities, closing is anticipated for the end of 2018 at the earliest. BASF will hold a 49% share of the combined entity that will operate under the Solenis name and be headquartered in Wilmington, Delaware, USA. 51% of the shares will be held by funds managed by Clayton, Dubilier & Rice."

4. Supplemental information pertaining to BASF FINANCE EUROPE N.V. AS ISSUER

The following shall supplement the first paragraph on p. 76 of the Supplemented Prospectus under the heading "STATUTORY AUDITORS":

"The independent auditors of BASF Finance are KPMG Accountants N.V., Mr. B.M. Teldersstraat 7, 6842 CT Arnhem, P.O. Box 30133, 6803 AC Arnhem, 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 years 2017, 2016 and 2015, which were prepared in accordance with Dutch GAAP, and have issued unqualified opinions in each case."

The following shall supplement the first table under "SELECTED FINANCIAL INFORMATION" on p. 76 of the Supplemented Prospectus:

"

	January 1, 2017 – December 31, 2017	January 1, 2016 – December 31, 2016	January 1, 2015 – December 31, 2015
	thousand EUR		
Sales	0	0	0
Financial result	(1,512)	540 ¹	3,183
Other operating expenses	249	174 ¹	(1,826)
Net Income	(1,325)	273	1,016
	December 31, 2017	December 31, 2016	December 31, 2015
	thousand EUR		
Total assets	3,172,832	4,525,250	3,026,793
Stockholders' equity	13,716	15,041	6,804
Noncurrent liabilities	3,149,392	3,147,408	1,654,500
Current liabilities	7,818	1,360,239	1,365,489

- 1 The items "Financial result" and "Other operating expenses" of the financial information 2016 for BASF Finance Europe N.V. were changed due to a reclassification of the guarantee provision from general and administrative expense to interest result."

The following shall be inserted after the third paragraph under "HISTORICAL FINANCIAL INFORMATION" on p. 77 of the Supplemented Prospectus:

"The audited financial statements of BASF Finance for the fiscal year ending on December 31, 2017 and the auditors' report thereon are incorporated by reference into the Supplemented Prospectus."

The following shall be inserted after the first paragraph under "SIGNIFICANT CHANGES/TREND INFORMATION" on p. 78 of the Supplemented Prospectus:

"There has been no significant change in the financial or trading position of BASF Finance since December 31, 2017. There has been no material adverse change in the prospects of BASF Finance since December 31, 2017."

5. Supplemental information pertaining to the FORM OF FINAL TERMS (MUSTER – ENDGÜLTIGE BEDINGUNGEN)

The following shall be inserted at the beginning of the cover page on p. 164 of the Supplemented Prospectus:

"⁽¹⁾**[MiFID II Product Governance – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties[,][and] professional clients [and retail clients], each as defined in Directive 2014/65/EU (as amended, "MiFID II") [and [•]]; [EITHER⁽²⁾: and (ii) all channels for distribution of the Notes are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services] [OR⁽³⁾: (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice[,][and] portfolio management[,][and] [non-advised sales] [and pure execution services]], subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable]]. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer['s][s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or**

⁽¹⁾ Include this legend if parties have determined a target market.
Diese Erklärung einfügen, wenn die Parteien einen Zielmarkt bestimmt haben.

⁽²⁾ Include for notes that are not ESMA complex pursuant to the Guidelines on complex debt instruments and structured deposits (ESMA/2015/1787) (the "ESMA Guidelines") (i.e. Notes the Terms and Conditions of which do not provide for a put and/or call right).

Einfügen für Schuldverschreibungen, die nach den Leitlinien zu komplexen Schuldtiteln und strukturierten Einlagen (ESMA/2015/1787) (die "ESMA Leitlinien") nicht ESMA komplex sind (also, Schuldverschreibungen deren Anleihebedingungen keine Kündigungsrechte seitens der Emittentin und/oder der Anleihegläubiger enthalten).

⁽³⁾ Include for notes that are ESMA complex pursuant to the ESMA Guidelines. This list may need to be amended, for example, if advised sales are deemed necessary. If there are advised sales, a determination of suitability and appropriateness will be necessary. In addition, if the Notes constitute "complex" products, pure execution services to retail clients are not permitted without the need to make the determination of appropriateness required under Article 25(3) of MiFID II.

Einfügen im Fall von Schuldverschreibungen, die nach den ESMA Leitlinien ESMA komplex sind. Diese Liste muss gegebenenfalls angepasst werden, z.B. wenn Anlageberatung für erforderlich gehalten wird. Im Fall der Anlageberatung ist die Bestimmung der Geeignetheit und Angemessenheit notwendig. Wenn die Schuldverschreibungen "komplexe" Produkte sind, ist außerdem die bloße Ausführung von Kundenaufträgen von Privatanlegern ohne Bestimmung der Angemessenheit nach Art. 25(3) MiFID II nicht zulässig.

refining the manufacturer["s"] target market assessment) and determining appropriate distribution channels[, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable](⁴).]"

6. Supplemental information pertaining to the DOCUMENTS INCORPORATED BY REFERENCE

The following shall be added as additional item (h) to the section "DOCUMENTS INCORPORATED BY REFERENCE" on p. 197 of the Supplemented Prospectus:

- "(i) The published audited consolidated annual financial statements of BASF Group (English language version) dated December 31, 2017 including the auditors' report thereon.
- (j) The published unaudited interim financial statements of BASF Group as of March 31, 2018.
- (k) The published audited financial statements 2017 of BASF Finance as well as the auditor's report thereon."

The following shall be added to the table "Cross-reference list of Documents incorporated by Reference" on p. 197 of the Supplemented Prospectus:

"

Page	Section of Prospectus	Document incorporated by reference
45	BASF Group, Financial Information	Financial Report 2017 of BASF Group (p. 161 – p. 234) Consolidated balance sheet (p. 170) Consolidated statements of income (p. 168) Consolidated statements of cash flows (p. 171) Notes (p. 173 – p. 234) Auditors' report (p. 162 – p. 167) Selected financial data 1 st Quarter 2018 of BASF Group (p. 15 to p. 17) Consolidated balance sheet (p. 16) Consolidated statements of income (p. 15) Consolidated statements of cash flows (p. 17)
77	BASF Finance, Financial Information	Financial Report 2017 of BASF Finance Balance Sheet (p. 9) Profit & Loss Account (p. 10) Cash Flow Statement (p. 11) Notes (p. 12 – p. 25) Auditors' Report (p. 27 – p. 31)"

⁴ If there are advised sales, a determination of suitability will be necessary.
Im Fall von Beratungsverkäufen ist eine Angemessenheitsprüfung erforderlich.