

Third Supplement
to the Debt Issuance Program Prospectus
Dated September 11, 2017 (the "Prospectus")
as supplemented by the
First Supplement dated October 30, 2017 and the
Second Supplement dated May 7, 2018

Dated July 30, 2018



BASF SE
BASF Finance Europe N.V.

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

Third supplement dated July 30, 2018 to the two base prospectuses of BASF SE and BASF Finance Europe N.V. as supplemented by the first supplement dated October 30, 2017 (the "**First Supplement**") and the second supplement dated May 7, 2018 (the "**Second 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 "**Third Supplement**").

This Third 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 and Second 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, Second and Third 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 Third 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 Third Supplement as well as the Prospectus as supplemented by the First and Second 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 Third Supplement.

Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Third 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 and Second Supplement shall have the same meaning in this Third Supplement.

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

Save as disclosed in this Third 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 Third 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 Third 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 Third 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 Third Supplement, excluding the Issuers, is responsible for the information contained in the Supplemented Prospectus as supplemented by this Third 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 Third 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 Third 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 August 1, 2018.

II. AMENDMENTS TO PROSPECTUS

1. Supplemental and replacement information pertaining to the SUMMARY

The following shall supplement 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, 2018 – June 30, 2018	January 1, 2017 – June 30, 2017
		million EUR	
	Sales	33,428	33,121
	Income from operations before depreciation and amortization (EBITDA)	6,680	6,735
	Income from operations (EBIT)	4,812	4,632
	Net income	3,159	3,205
	Cash provided by operating activities	3,455	3,802
		June 30, 2018	June 30, 2017
		million EUR	
	Total assets	81,857	75,651
	Stockholders' equity	35,301	32,442
	Noncurrent liabilities	29,883	28,723
Current liabilities	16,673	14,486	
	Material adverse change in the prospects of the Issuer	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.	
	Significant change in the financial and trading position	Not applicable. There has been no significant change in the financial or trading position of BASF Group since June 30, 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	BASF is considering to build a highly-integrated "Verbund" chemical production site in the South Chinese province of Guangdong. On July 9, 2018, Martin Brudermüller, BASF's Chairman of the Board of Executive Directors, and Lin Shaochun, Executive Vice Governor of Guangdong Province, signed a non-binding Memorandum of Understanding in Berlin, in the presence of Germany's Chancellor Angela Merkel and the Chinese Premier Li Keqiang. In the initial phase, the BASF project would include petrochemical plants. A steam cracker with a planned capacity of 1 million metric tons of ethylene per year would be the starting point of the value chains at the new integrated site. In the next phases, plants for more consumer-oriented products and solutions would be built, to serve sectors like transportation or consumer goods. The site would ultimately be the third-largest BASF site worldwide, following Ludwigshafen, Germany, and Antwerp, Belgium.
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2. Supplemental and replacement information pertaining to the GERMAN TRANSLATION OF THE SUMMARY

The following shall supplement 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 2018 – 30. Juni 2018	1. Januar 2017 – 30. Juni 2017
	Millionen EUR	
Umsatz	33.428	33.121
Ergebnis der Betriebstätigkeit vor Abschreibungen (EBITDA)	6.680	6.735
Ergebnis der Betriebstätigkeit (EBIT)	4.812	4.632
Jahresüberschuss	3.159	3.205
Cashflow aus betrieblicher Tätigkeit	3.455	3.802
	30. Juni 2018	31. Dezember 2017
	Millionen EUR	
Gesamtvermögen	81.857	75.651
Eigenkapital	35.301	32.442
Langfristiges Fremdkapital	29.883	28.723
Kurzfristiges Fremdkapital	16.673	14.486
Wesentliche Verschlechterung der Aussichten des Emittenten	Der Geschäftsausblick von der BASF Gruppe 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 30. Juni 2018 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition von der BASF Gruppe gegeben."	

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

"B.13 Letzte Ereignisse	BASF prüft die Errichtung eines integrierten Verbundstandorts in der südchinesischen Provinz Guangdong. BASF-Vorstandsvorsitzender Martin Brudermüller und Lin Shaochun, Vize-Gouverneur der Provinz Guangdong, haben am 9. Juli 2018 heute in Berlin im Beisein von Bundeskanzlerin Angela Merkel und des chinesischen Ministerpräsidenten Li Keqiang eine entsprechende unverbindliche Absichtserklärung unterzeichnet. Das BASF-Projekt würde in einer ersten Stufe petrochemische Anlagen umfassen. Ein Steamcracker mit einer geplanten Ethylen-Produktionskapazität von 1 Million Tonnen pro Jahr soll am Anfang der Wertschöpfungsketten des neuen Verbundstandorts stehen. In weiteren Stufen würden Anlagen für verbrauchernähere Produkte und Lösungen in Bereichen wie Transport oder Konsumgüter errichtet. Nach seinem Endausbau wäre der Standort nach Ludwigshafen/Deutschland und Antwerpen/Belgien der drittgrößte BASF-Standort weltweit."
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3. Supplemental and replacement information pertaining to the section BASF SE AS ISSUER AND GUARANTOR

The following shall replace 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 June 30, 2018."

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

"

	January 1, 2018 – June 30, 2018	January 1, 2017 – June 30, 2017
	million EUR	
Sales	33,428	33,121
Income from operations before depreciation and amortization (EBITDA)	6,680	6,735
Income from operations (EBIT)	4,812	4,632
Net income	3,159	3,205
Cash provided by operating activities	3,455	3,802
	June 30, 2018	June 30, 2017
	million EUR	
Total assets	81,857	75,651
Stockholders' equity	35,301	32,442
Noncurrent liabilities	29,883	28,723
Current liabilities	16,673	14,486

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

"The values for the respective APM for the second quarter 2018 are shown on page 3, 4 and 5 of the Q2 Report 2018."

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

"The unaudited consolidated selected financial data of BASF Group contained on p. 19 – 22 in BASF's Quarterly Statement for the 2nd Quarter 2018 are incorporated by reference into this Prospectus."

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, 2017 and June 30, 2018:

Stockholders' equity and liabilities (million EUR)		
	June 30, 2018	Dec. 31, 2017
Stockholders' equity		
Subscribed capital	1,176	1,176
Capital surplus	3,117	3,117
Retained earnings	35,156	34,826
Other comprehensive income	(5,043)	(5,282)
Minority interests	895	919
	35,301	34,756
Noncurrent liabilities		
Provisions for pensions and similar obligations	6,076	6,293
Other provisions	3,364	3,478
Deferred taxes	2,713	2,731
Financial indebtedness	16,639	15,535
Other noncurrent liabilities	1,091	1,095
	29,883	29,132
Current liabilities		
Accounts payable, trade	5,032	4,971
Provisions	3,111	3,229
Tax liabilities	1,217	1,119
Financial indebtedness	3,650	2,497
Other current liabilities	3,660	3,064
Liabilities of disposal groups	3	-
	16,673	14,880
Total stockholders' equity and liabilities	81,857	78,768

Consolidated statement of comprehensive income

Income and expense item (million EUR)		
	June 30, 2018	December 31, 2017
Income before minority interest	3,281	6,352
Remeasurements for defined benefit plans	237	1,064
Deferred taxes on nonreclassifiable gains/losses	(81)	(320)
Nonclassifiable gains/losses after taxes from equity-accounted investments	-	9
Nonreclassifiable gains/losses	156	753
Unrealized gains/losses from fair value changes in securities measured through other comprehensive income	1	6
Reclassifications of realized gains/losses recognized in the income statement	-	-
Fair value changes in securities measured through other comprehensive income, net	1	6
Unrealized gains/losses from future cash flow hedges	(13)	(48)
Reclassifications of realized gains/losses recognized in the income statement	(44)	99
Fair value changes in options designated as cash flow hedges, net	(57)	51
Unrealized gains/losses from currency translation	153	(2,051)
Deferred taxes on reclassifiable gains/losses	19	12
Reclassifiable gains/losses after taxes from equity-accounted investments	32	(126)
Reclassifiable gains/losses	148	(2,108)
Other comprehensive income after taxes	304	(1,355)
Comprehensive income	3,585	4,997

The following shall replace the table that shows the current members of BASF's Supervisory Board and the paragraph prior to that table on p. 55 et seq. of the Supplemented Prospectus:

"The following table shows the current members of BASF's Supervisory Board effective as of the end of the Annual Shareholders' Meeting on May 4, 2018, and a list of principal occupation:

Name	Principal occupation
Dr. Jürgen Hambrecht Chairman	Chairman of the Supervisory Board of BASF SE
Michael Diekmann Vice Chairman	Chairman of the Board of Management of Allianz SE
Sinischa Horvat ⁽¹⁾ Vice Chairman	Chairman of the BASF Europe Works Council; Chairman of the Joint Works Council of BASF Group; Chairman of the Works Council of the Ludwigshafen site of BASF SE
Tatjana Diether ⁽¹⁾	Member of the Works Council of BASF SE, Ludwigshafen Site and of the BASF Works Council Europe
Dame Alison J. Carnwath DBE	Senior Advisor Evercore Partners
Waldemar Helber ⁽¹⁾	Deputy Chairman of the Works Council of BASF SE, Ludwigshafen Site
Prof. Dr. François Diederich	Professor at the Swiss Federal Institute of Technology, Zurich
Franz Fehrenbach	Chairman of the Supervisory Board of Robert Bosch GmbH
Roland Strasser ⁽¹⁾	Regional Manager of the Rhineland-Palatinate/Saarland branch of IG BCE
Anke Schäferkordt	Member of the Executive Board of Bertelsmann SE & Co. KGaA; Chief Executive Officer of Mediengruppe RTL Deutschland GmbH
Denise Schellemans ⁽¹⁾	Full-time trade union delegate
Michael Vassiliadis ⁽¹⁾	Chairman of the Mining, Chemical and Energy Industries Union

(1) Employee representative

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 June 30, 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's assessment of the global economic environment in 2018 remains unchanged with the exception of the expected oil price (previous forecast from the BASF Report 2017 in parentheses):

- Growth in gross domestic product: 3.0%
- Growth in industrial production: 3.2%
- Growth in chemical production: 3.4%
- Average euro/dollar exchange rate: \$1.20 per euro
- Annualized average price of a barrel of oil: \$70 (\$65 per barrel)

Overall, the statements on opportunities and risks made in the BASF Report 2017 continue to apply. According to BASF's assessment, there continue to be no individual risks that pose a threat to the continued existence of the BASF Group. The same applies to the sum of individual risks, even in the case of another global economic crisis (For more detailed information, see the Opportunities and Risks Report from page 111 to 118 of the BASF Report 2017). BASF is confirming its sales and earnings forecast for the BASF Group made in the BASF Report 2017: Slight sales growth, Slight increase in EBIT before special items, Slight decline in EBIT, Significant premium on cost of capital with considerable decline in EBIT after cost of capital (For more information, see the Outlook 2018 on page 122 of the BASF Report 2017). This forecast does not take into account the intended merger of our oil and gas activities with the business of DEA Deutsche Erdoel AG and its subsidiaries."

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

"BASF is investigating the possibility of building a highly-integrated "Verbund" chemical production site in the South Chinese province of Guangdong. On July 9, 2018, Martin Bruder Müller, BASF's Chairman of the Board of Executive Directors, and Lin Shaochun, Executive Vice Governor of Guangdong Province, signed a non-binding Memorandum of Understanding in Berlin, in the presence of Germany's Chancellor Angela Merkel and the Chinese Premier Li Keqiang. In the initial phase, the BASF project would include petrochemical plants. A steam cracker with a planned capacity of 1 million metric tons of ethylene per year would be the starting point of the value chains at the new integrated site. In the next phases, plants for more consumer-oriented products and solutions would be built, to serve sectors like transportation or consumer goods. The site would ultimately be the third-largest BASF site worldwide, following Ludwigshafen, Germany, and Antwerp, Belgium."

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:

"(l) The published unaudited interim financial statements of BASF Group as of June 30, 2018."

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

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Page	Section of Prospectus	Document incorporated by reference
45	BASF Group, Financial Information	Selected financial data 2 nd Quarter 2018 of BASF Group (p. 19 to p. 23) Consolidated balance sheet (p. 21) Consolidated statements of income (p. 19) Consolidated statements of cash flows (p. 22) Notes (p. 24-36)