

Countermotions and Electoral Proposals by Shareholders

**Countermotions and Electoral Proposals by Shareholders
for the Annual Shareholders' Meeting of BASF SE on April 25, 2024**

The English version of the following text is only a convenience translation of the German original. Consequently, in case of any deviations, only the German version shall be decisive.

Status: April 10, 2024

Below you find all shareholder proposals (countermotions and electoral proposals by shareholders in accordance with Section 126 and Section 127 of the German Stock Corporation Act) concerning items on the Agenda of the Annual Shareholders' Meeting 2024 which are required to be disclosed. In each case, the shareholder proposals and their supporting statements represent the views of the shareholders submitting them. Proposals including statements of facts have also been published on the Internet unchanged and unchecked by us to the extent that they are required to be disclosed.

At the Annual Shareholders' Meeting you may assent to countermotions by voting "no" to the relevant item of the Agenda, i.e. against the management's proposal. Countermotions that aim not only to reject a proposal put forward by the management but also to bring about an alternative resolution as well as electoral proposals have been marked with a capital letter. Insofar as a separate vote takes place in respect of such countermotions and electoral proposals, you can support or object to them by casting your vote for or against the proposal, or you can abstain from voting. If you have authorized either the proxies appointed by BASF SE or someone else to vote on your behalf, please ensure that you provide them with appropriate instructions or adjust your previous instructions accordingly.

Countermotion of the shareholder Elmar Weigel for the Annual Shareholders' Meeting of BASF SE on April 25, 2024

A

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

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

Rationale:

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

Human rights were enshrined 75 years ago; therefore, it should be our obligation as shareholders to invest at least **one cent for human rights** in Africa.

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

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

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

Electoral proposal of the shareholder Savvas Georgiadis for the Annual Shareholders' Meeting of BASF SE on April 25, 2024

B

Electoral proposal to Agenda Item 6: Election to the Supervisory Board

Dear BASF SE,

I would like to propose myself for appointment to the Supervisory Board at the upcoming Annual Shareholders' Meeting on April 25, 2024 with a counter-proposal to Agenda Item (TOP) 6. I hereby give my consent to the publication of the extended counter-proposal.

My counter-proposal contains the following information:

"Last name, first name: Georgiadis, Savvas

Profession: Electrical engineer (Dipl.-Ing. (FH)), Managing Partner

Place of residence: Nuremberg

Year of birth: 1979

Place of birth: Cologne

Nationality: German, Greek

Professional background: Since 2008, Managing Partner, IngSG GmbH, Nuremberg

Education: Studied electrical engineering with a specialization in vehicle electronics at the FH Cologne, Gummersbach department

Honorary positions: Honorary judge, Nuremberg Fiscal Court; member of the IHK Technical Committee Trade and Services; member of the IHK Technical Committee for Securing Skilled Workers

Memberships of statutory supervisory boards of commercial enterprises in Germany:

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Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises:

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I also request a compliance check for the nomination with feedback to me as soon as the result of the check is available.

I thank you in advance and remain at your disposal.

Kind regards

Savvas Georgiadis

Counter motions of the Dachverband der Kritischen Aktionärinnen und Aktionäre for the Annual Shareholders' Meeting of BASF SE on April 25, 2024

Re agenda item 2: Appropriation of profit

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

Rationale:

Once again, the proposed dividend, which is unchanged from the previous year, is too high. Instead of cutting jobs and investments in the urgently needed socio-ecological transformation of all BASF divisions, the dividend should be reduced. The current dividend policy is not sustainable, it is in fact a waste of resources: the proposed dividend amount of over EUR 3 billion can already no longer be paid from the free cash flow of EUR 2.7 billion in 2023.

There is still an opportunity to use the profits from 2023 to invest significantly more in green energies and the circular economy in order to offer a number of sites the prospect of a concrete future instead of job cuts. With BASF's current free cash flow forecast of between EUR 0.1 and 0.6 billion for 2024, not only the next dividend but also the coverage of investment requirements is more than questionable. Further cuts and cost-cutting measures to the detriment of employees and climate protection are to be feared, which would acutely jeopardize BASF's real substance and the basis of its operating business in the medium term.

A significant reduction in the dividend is therefore once again our proposal as to how BASF's shareholders could also make a greater contribution to securing the future. All signs indicate that this will no longer be possible next year.

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

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the actions of the members of the Supervisory Board for the 2023 financial year not be approved.

Rationale:

The Supervisory Board has not adequately fulfilled its role as a supervisory body of the Board of Executive Directors. It has continued failing to work towards remedying glaring deficiencies in the observance of human rights due diligence obligations even in direct business relationships.

The human rights risk analysis required by the Supply Chain Due Diligence Act and the measures primarily used by BASF for this purpose, such as internal and external audits, are obviously not capable of identifying even acute human rights violations. BASF reacts to abuses that are uncovered externally, for example by investigative journalism or authorities, but not through its own measures. This is clearly too late and far from sufficient, as a number of examples show:

China: Unclear handling of the risk of Uyghur forced labor in supply chains

Throughout the Chinese region of East Turkistan/Xinjiang, serious human rights violations such as forced labor in prison camps under the cruelest conditions have been widely documented. According to the UN Office of the High Commissioner for Human Rights (OHCHR), the Chinese government's crimes against the Uyghurs and other Turkic peoples could constitute crimes against humanity.

In early 2024, ZDF and Der Spiegel reported that employees of Xinjiang Markor, a joint venture partner of BASF, were involved in state surveillance of the population in the region.¹ Just one year earlier, BASF had conducted an internal audit of the joint venture operations in the region, which, like previous audits, had not revealed any evidence of human rights violations.

Based on the new information, BASF has now announced that it will accelerate the sale of its own shares in the affected joint ventures in the region, which began at the end of 2023 “for strategic reasons”. However, it remains completely unclear whether and to what extent the supply chains to the other BASF sites are exposed to the risk of Uyghur forced labor. We cannot understand how BASF can fulfill its own human rights due diligence obligations with further audits, for example, especially since the new plant in Zhanjiang in southern China with potentially extensive supply chains does not have a joint venture partner.

Brazil: Working conditions similar to slave labor on two rice farms

In March 2023, state authorities in Uruguaiana, Brazil, found inhumane working conditions and child labor on two rice farms that produced seeds for BASF, which correspond to legally defined slave-like forced labor conditions. In this context, the Brazilian Ministry of Labor has described BASF as a “de facto employer”², as the cooperation with the farms concerned went beyond a mere seed purchase agreement. The skilled personnel associated with BASF were also involved in the recruitment of workers.

BASF has now reacted; it is participating in compensation payments and has terminated the contract with one of the two farms, as according to BASF “a constructive review of the incidents was not possible”. However, it remains unclear what consequences BASF will draw from this for risk analyses and preventive measures against human rights violations in Brazil's agricultural sector in general, in which BASF is very active.

In addition, BASF is not an independent and credible controller in this context, particularly with regard to the use of pesticides: BASF continues to sell active ingredients worldwide, especially in Brazil, whose use is banned in the EU. Documents from the Brazilian Ministry of Agriculture show, for example, that a fungicide manufactured by BASF based on epoxiconazole, a chemical banned in the EU, was used on two sugar plantations.³

Guatemala: BASF sources palm oil from NaturAceites

The Romero Initiative's Palm Oil Report 2024 “Im Schatten der Ölpalme” [*In the Shadow of the Oil Palm*] reveals that BASF sources palm oil from NaturAceites.⁴ Research by ECCHR and others shows that there are regular violations of labor rights on this company's plantations in Guatemala, including excessive work assignments, inadequate wages and the inability to form labor unions.⁵

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

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the actions of the members of the Board of Executive Directors for the 2023 financial year not be approved.

¹ <https://www.zdf.de/nachrichten/wirtschaft/unternehmen/basf-uyguren-xinjiang-china-100.html>

² <https://www.kooperation-brasilien.org/de/themen/menschenrechte-gesellschaft/brasiliens-arbeitsministerium-kein-rausreden-fuer-basf-im-falle-von-sklavenarbeit-als-blosser-abnehmer-sondern-de-facto-boss>

³ <https://www.theguardian.com/world/2023/apr/25/eu-firms-accused-of-abhorrent-export-of-banned-pesticides-to-brazil>

⁴ <https://www.ci-romero.de/produkt/report-im-schatten-der-oelpalme/>

⁵ <https://www.ecchr.eu/pressemitteilung/beschwerde-gegen-edeka-die-handelskette-tauscht-verbraucher-mit-nachhaltigkeits-siegel/>

Rationale:

BASF's Board of Executive Directors continues to fail to adequately fulfill its human rights due diligence obligations.

South Africa: Living and working conditions at Sibanye-Stillwater remain degrading

BASF continues to purchase platinum from the South African mining company Sibanye-Stillwater, which took over the platinum company Lonmin. Lonmin was partly responsible for the Marikana massacre in 2012, when 34 striking miners were shot dead. After the massacre, those responsible also wanted to make lasting improvements to the precarious, sometimes inhumane living conditions in the mining communities. Following pressure from civil society to do further justice to its own supply chain responsibility, BASF also entered into an exchange with Sibanye-Stillwater and carried out audits.

The study "Warten auf Gerechtigkeit" [*Waiting for Justice*]⁶ showed in 2022 that working and living conditions in Marikana have hardly improved since then. Neither the mining companies nor the South African state have made an adequate contribution to improving the situation. The study highlights specific grievances and calls, among other things, for an end to cooperation with temporary employment agencies that circumvent labor regulations and do not pay a living wage. In the case of those wounded in the massacre, some of whom were paralyzed, they need healthcare for life. They and their families deserve support, as do the widows and families of the workers who were killed.

Recent reports show a lack of transparency, accountability and consultation with the Wonderkop community.⁷ For example, obligations under Sibanye-Stillwater's current Social and Labor Plan (SLP) have not been fulfilled. The maintenance of workers' housing is very poor, and the housing is tied to the employment contract without adequate information. Even employees who have worked for Lonmin and then Sibanye-Stillwater for more than 30 years are thrown out of their homes when they retire and cannot find alternative accommodation.

Furthermore, Sibanye-Stillwater does not respond adequately to the risk of health hazards from air and water pollution. The community has no access to current emissions data, and wastewater from mining operations runs unchecked into the local stream. The retention basin (tailings) required for mining is too close to the settlement and leaks are observed. A child died in 2023 in this basin, which was not properly cordoned off. Apart from a donation for the funeral, Sibanye-Stillwater has not yet paid any compensation to the family.

Russia: Sticking to controversial cooperation with Nornickel

At the end of 2020, indigenous groups from Russia and civil society organizations from around the world called on BASF to discontinue its business relationship and planned cooperation with raw materials supplier Nornickel until Nornickel demonstrably respects the rights of indigenous peoples affected by mining as well as environmental protection requirements.⁸

Since then, BASF has made it public that it is in regular contact with Nornickel in this regard. Even Russia's brutal war of aggression against Ukraine, which violates international law, and clear indications of a further deterioration in the human rights situation in Russia, which makes independent on-site verification impossible, have not led BASF to rule out future supply contracts with Nornickel.

Thus, BASF does not exclude doing business with a company that indirectly pays hundreds of millions of dollars in taxes to Russia's war economy, the basis for more and more violent crimes in Ukraine. BASF is also demonstrating that independent evidence of respect for indigenous rights is not a real condition for potentially doing business with BASF. In the current BASF

⁶ https://www.brot-fuer-die-welt.de/fileadmin/mediapool/2_Downloads/Fachinformationen/Analyse/Analyse106-Marikana-Warten-auf-Gerechtigkeit.pdf

⁷ <https://www.arte.tv/de/videos/118855-000-A/suedafrika-platinabbau-in-wonderkop/>;
<https://communitymonitors.net/2024/01/the-southern-african-community-monitors-2023-edition/>

⁸ <https://www.business-humanrights.org/en/latest-news/nornickel-should-not-be-considered-a-viable-partner-open-letter-to-basf/>

Report 2023, the description of the dialogue with Nornickel reads as a pre-announced potential due diligence violation (p. 160): “Nornickel continues to work on implementing management systems according to internationally recognized industry standards that enable third-party verification on mining and responsible sourcing, such as IRMA. The current conditions continue to impact our business relationship, although auditing to these standards is not currently possible.”⁹

⁹ Siehe Seite 160, https://report.basf.com/2023/en/_assets/downloads/entire-basf-ar23.pdf

Administration's position on the counter motions and the electoral proposal

We recommend a vote against the counter motions and the electoral proposal.