

*BASF SE  
Ludwigshafen am Rhein*

***Rules of Procedure  
for the Strategy Committee  
within the Supervisory Board  
of BASF SE***

*as of May 2019*

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Ludwigshafen am Rhein

  
We create chemistry

In its Meeting on May 3, 2019, the Supervisory Board resolved upon the following Rules of Procedure for the Strategy Committee of the Supervisory Board:

**Rules of Procedure for the Strategy Committee**  
**within the Supervisory Board**  
**of BASF SE**

**§ 1 Appointment**

- (1) Amongst its members, the Supervisory Board appoints a Strategy Committee assigned with the tasks of the Supervisory Board listed in § 4.
- (2) The stipulations of § 11 para. 2 sentences 2 and 3 of the Rules of Procedure of the Supervisory Board shall apply accordingly to the Strategy Committee, unless these Rules of Procedure contain deviating stipulations.

**§ 2 Position and Responsibility**

The Strategy Committee executes its tasks in compliance with applicable law, the Statutes of BASF SE as well as with the resolutions and the Rules of Procedure of the Supervisory Board and these Rules of Procedure. All committee members have the same rights and obligations and are obligated to act in the Company's best interest. They are not bound by specific assignments and instructions.

**§ 3 Composition and Chair**

- (1) Unless otherwise stipulated by the Supervisory Board, the Strategy Committee is chaired by the Supervisory Board Chairman, and its further members are two shareholder representatives on the Supervisory Board and three employee representatives on the Supervisory Board to be appointed by the Supervisory Board. The Supervisory Board may appoint one member of the Strategy Committee as the committee's Deputy Chairman.
- (2) The Supervisory Board ensures that the members of the Strategy Committee collectively have the knowledge, skills and professional experiences required to appropriately fulfil the tasks of the committee and are sufficiently independent.
- (3) A member of the Strategy Committee may resign from office at any time with a one month prior written notice to the Supervisory Board and committee Chairman.

#### **§ 4 Tasks of the Strategy Committee**

- (1) The tasks of the Strategy Committee are the deliberation of fundamental questions of the corporate strategy and of the strategic development of the company including the preparation of approval resolutions of the Supervisory Board required for these purposes. To this end, the Strategy Committee is in particular assigned with the preparation of Supervisory Board resolutions for acquisitions and sales of companies, participations in companies and parts of companies (portfolio measures) requiring the Supervisory Board's consent according to the Statutes of the Company or decision of the Supervisory Board (approval resolutions).
- (2) In individual cases, the Supervisory Board may authorize the Strategy Committee to resolve upon the approval (delegated approval resolutions).
- (3) Notwithstanding a reporting of the Board of Executive Directors to the Supervisory Board to this effect, the deliberation of the strategy of individual corporate divisions or business units does not pertain to the Strategy Committee's tasks.

#### **§ 5 Information Obligation and Rights of Inspection**

- (1) The Board of Executive Directors shall report to the Strategy Committee in due time on deliberations and decisions concerning the topics listed in § 4 above in order to ensure an appropriate and informed consultation of the Strategy Committee. Written reports and documents may be submitted in English.
- (2) For the purpose of fulfilling the tasks assigned to it, the Strategy Committee is authorized to request all necessary information from the Board of Executive Directors and to inspect all business documents that it considers to be necessary or relevant to appropriately fulfil its tasks.

#### **§ 6 Meetings, Passing of Resolutions, Attendance of Meetings**

- (1) Meetings of the Strategy Committee shall be convened by its Chairman by a minimum of a one week's notice. In urgent cases the Chairman is authorized to shorten the convening period to up to three days.
- (2) For the convening, chairing and recording of meetings of the Strategy Committee as well as for its quorum and the passing of resolutions of the Strategy Committee, the stipulations of the Rules of Procedure for the Supervisory Board, except § 8 para. 2 sentence 3 (adjournment due to lack of parity) and subject to any deviating regulations of these Rules of Procedure, apply accordingly.

- (3) The Chairman of the Board of Executive Directors is obliged to attend the meetings of the Strategy Committee if the committee's chairman so demands. The Strategy Committee is authorized to call in further members of the Board of Executive Directors, as well as consultants and experts mandated by the Strategy Committee and, in coordination with the Board of Executive Directors, employees of the Company to attend meetings of the Strategy Committee.

## **§ 7 Reporting to the Supervisory Board**

The Chairman of the Strategy Committee shall report on the committee's work during the Supervisory Board Meetings and inform the Supervisory Board members immediately of decisions taken by the Strategy Committee concerning delegated approval resolutions.