

*BASF SE
Ludwigshafen am Rhein*

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

as of May 2019

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 **BASF**
We create chemistry

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

Rules of Procedure for the Nomination Committee
within the Supervisory Board
of BASF SE

§ 1 Appointment

- (1) Amongst its members, the Supervisory Board appoints a Nomination Committee to which the tasks of the Supervisory Board listed in § 4 are assigned.
- (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 Nomination Committee, unless these Rules of Procedure contain deviating stipulations.

§ 2 Position and Responsibility

The Nomination 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) The Nomination Committee is chaired by the Supervisory Board Chairman, and its further members are the members of the Supervisory Board elected by the Shareholders' Meeting. The Nomination Committee may appoint one of its members as Deputy Chairman of the Nomination Committee.
- (2) A member of the Nomination Committee may resign from office at any time with a one month prior written notice to the Nomination Committee Chairman and the Supervisory Board Chairman.

§ 4 Tasks

The following tasks are assigned to the Nomination Committee:

- (1) Nomination of suitable candidates to be proposed for election as shareholder representatives on the Supervisory Board based on the Objectives for the Composition, Competence Profile and Diversity Concept of the Supervisory Board (Competence Profile).
- (2) Recommendation of candidates to the Supervisory Board for the preparation of a proposal for election of the Supervisory Board to the Shareholders' Meeting.
- (3) Revision of the Competence Profile for the Supervisory Board on a regular basis and recommendations to the Supervisory Board for amendments of the Competence Profile.
- (4) Recommendation of candidates to the Supervisory Board and the Board of Executive Directors, should a judicial appointment of a shareholder representative on the Supervisory Board according to Section 104 of the German Stock Corporation Act be required.

§ 5 Meetings, Passing of Resolutions, Attendance of Meetings

- (1) Meetings of the Nomination 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 Nomination Committee as well as for its quorum and the passing of resolutions of the Nomination Committee, the stipulations of the Rules of Procedure for the Supervisory Board apply accordingly.
- (3) The Chairman of the Nomination Committee is authorized to invite members of the Board of Executive Directors, in particular its chairman, as well as consultants and experts mandated by the Nomination Committee and, in coordination with the Board of Executive Directors, employees of the Company to attend meetings of the Nomination Committee.

§ 6 Reporting to the Supervisory Board

The Chairman of the Nomination Committee shall report on the committee's work during the Supervisory Board Meetings.