

Counter motions and Electoral Proposals

Counter motions and Electoral Proposals by Shareholders
for the Annual Shareholders' Meeting of BASF SE on May 2, 2014

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.

Version: April 1, 2014

Below you find all shareholder proposals (countermotions and electoral proposals by shareholders within the meaning of § 126 and § 127 of the German Stock Corporation Act (AktG)) concerning items on the Agenda of the Annual Shareholders' Meeting 2014 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 posted 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 these shareholder proposals by voting "no" to the relevant item of the Agenda, i.e. against the management's proposal. Shareholder proposals that aim not only to reject a proposal put forward by the management but also to bring about an alternative resolution have been marked with a capital letter. Insofar as a separate vote takes place in respect of such shareholder 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.

From: "Thomas Fröhlich"
To: hv2014@basf.com
Date: 28.03.2014 20:55
HV 2014, Counter-motion to agenda item 2

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Ladies and gentlemen,

I hereby submit the following counter-motion to item 2 of the upcoming Annual Shareholders' Meeting:

[Start]

Ladies and gentlemen,

I would like to propose that the dividend for this year be limited to a maximum of EUR1.20 per share.

The difference between the proposal of the company of EUR2.70 EUR and EUR1.20 should be entirely allocated to the equity (reserves) of the company.

Reason:

Through this, the equity basis would be strengthened and cash would be available for appropriate acquisitions.

[End]

Yours sincerely
Thomas Fröhlich

Administration's position on the counter-motion

We believe that the counter-motion is without merit and recommend to vote against it.