

UNABRIDGED RESOLUTION PROPOSALS OF THE MANAGEMENT.

As published in the Federal Gazette on 22 March 2023 and updated on 3 May 2023 (agenda item 2).

Item 1.

Presentation of the adopted Company Financial Statements and the approved Group Financial Statements along with the consolidated Management Report for the Company and the Group as at 31 December 2022 and the report of the Supervisory Board for the financial year 2022.

In accordance with the statutory provisions, no resolution of the Annual General Meeting is planned for this agenda item, as the Supervisory Board has already approved the Company Financial Statements and the Group Financial Statements. The Company Financial Statements are thus adopted.

Item 2.

Resolution on the utilisation of unappropriated profit.

The Board of Management and the Supervisory Board propose that the unappropriated profit for the financial year 2022 in the amount of € 5,480,586,722.58 be utilised as follows*:

- Distribution of a dividend in the amount of € 8.52 per share of non-voting preference stock with a nominal value of € 1 on the dividend bearing share capital (57,609,785 shares of preference stock), amounting to € 490,835,368.20;
- Distribution of a dividend in the amount of € 8.50 per share of common stock with a nominal value of € 1 on the dividend bearing share capital (581,109,097 shares of common stock), amounting to € 4,939,427,324.50;
- Transfer of the remaining amount of € 50,324,029.88 to other revenue reserves.

Dividend per preference share	€ 8.52
Dividend per common share	€ 8.50
Distribution to shareholders	€ 5,430,262,692.70
Transfer to other revenue reserves.	€ 50,324,029.88

The proposal for the utilisation of unappropriated profit reflects 20,886,099 treasury common shares and 1,794,519 treasury preference shares. These treasury shares are not entitled to a dividend pursuant to § 71b AktG.

* Since the convocation of the Annual General Meeting, the number of shares entitled to dividends has decreased as a result of share buy-backs by the Company. As announced in the convening notice, the Board of Management and the Supervisory Board have therefore updated their resolution proposal in accordance with the above wording. The dividend amount per dividend-bearing share has remained unchanged. The amount of the unappropriated profit that is not required for the distribution as a result of the decreased number of dividend-bearing shares is to be transferred to the other revenue reserves. In the above version, the proposed resolution will be to a vote at the Annual General Meeting.

Item 3.

Resolution on the ratification of the acts of the Board of Management.

The Board of Management and the Supervisory Board propose that the acts of the members of the Board of Management in the financial year 2022 be ratified for this period.

Item 4.

Resolution on the ratification of the acts of the Supervisory Board.

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board who were in office during the financial year 2022 and are listed below under items 4.1 to 4.22 be ratified for this period:

4.1 Dr Norbert Reithofer (Chairman)	4.12 Dr hc Susanne Klatten
4.2 Manfred Schoch (Deputy Chairman)	4.13 Jens Köhler
4.3 Stefan Quandt (Deputy Chairman)	4.14 Gerhard Kurz
4.4 Stefan Schmid (Deputy Chairman)	4.15 André Mandl
4.5 Dr Kurt Bock (Deputy Chairman)	4.16 Dr Dominique Mohabeer
4.6 Christiane Benner	4.17 Anke Schäferkordt
4.7 Dr Marc Bitzer	4.18 Prof Dr Christoph M. Schmidt
4.8 Bernhard Ebner	4.19 Dr Vishal Sikka

4.9 Rachel Empey
4.10 Dr Heinrich Hiesinger
4.11 Johann Horn

4.20 Sibylle Wankel
4.21 Dr Thomas Wittig
4.22 Werner Zierer

Item 5.

Resolution on the approval of the remuneration report.

The Supervisory Board and the Board of Management propose that the remuneration report for the financial year 2022, prepared and audited in accordance with § 162 AktG, be approved.

Item 6.

Election of the auditor.

On the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed as Company and Group auditor for the financial year 2023 and as auditor to carry out a review of the Condensed Interim Group Financial Statements and Interim Group Management Report for the first six months of the financial year 2023.

Item 7.

Election to the Supervisory Board.

The Supervisory Board proposes that Dr Kurt Bock, Heidelberg, Chairman of the Supervisory Board of BASF SE, be elected as shareholder representative on the Supervisory board for a period of office from the end of the Annual General Meeting on 11 May 2023 until the end of the Annual General Meeting at which the ratification of the acts of the Supervisory Board is resolved for the financial year 2026.

Item 8.1.

Resolution on the amendment of the Articles of Incorporation to authorise the Board of Management to hold virtual general meetings of shareholders.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

The heading of § 16 of the Articles of Incorporation shall be amended and reworded as follows:

"§ 16 Place, Format and Convocation of the General Meeting of Shareholders"

In § 16 of the Articles of Incorporation, the following new subsection (2) shall be inserted:

"2. The Board of Management is authorised to provide that the General Meeting of Shareholders shall be held without the physical presence of the shareholders or their proxies at the place of the general meeting (Virtual General Meeting of Shareholders). This authorisation is valid for holding Virtual General Meetings of Shareholders until 31 May 2025."

The following subsections of § 16 of the Articles of Incorporation shall be renumbered accordingly.

Item 8.2.

Resolution on the amendment of the Articles of Incorporation concerning the attendance of the Supervisory Board members in the virtual general meeting of shareholders.

The Board of Management and the Supervisory Board propose that the following resolution be adopted:

§ 16 (1) sentence 5 of the Articles of Incorporation shall be removed.

In § 16 of the Articles of Incorporation, the following new subsection (3) shall be inserted:

"3. The Person chairing the General Meeting of Shareholders may exceptionally permit members of the Supervisory Board to attend the General Meeting by means of audio and video transmission if attendance at the location of the General Meeting of Shareholders would entail an unreasonably long travel time, other travel difficulties or health risks for the Supervisory Board member concerned."

The following subsections of § 16 of the Articles of Incorporation shall be renumbered accordingly.