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Cologne (Germany), April 14, 2016

**Counter motions from Association of Ethical Shareholders Germany  
(Dachverband der Kritischen Aktionärinnen und Aktionäre)  
for the Annual Shareholders' Meeting of BASF SE on April 29, 2015**

**Counter motion to agenda item 2,  
Adoption of a resolution on the appropriation of profit**

The Association of Ethical Shareholders Germany (Dachverband der Kritischen Aktionärinnen und Aktionäre) petitions for a change in the use of the corporate profits as proposed by the Board of Executive Directors and the Supervisory Board of BASF SE.

Reason:

While the Board of Executive Directors and the Supervisory Board propose a dividend of €2.90 per qualifying share from the 2015 profit retained by BASF SE in 2015 in the amount of €2,663,588,212.60, the Association of Ethical Shareholders demands that €8 million be deducted as provisions from the profit retained and that the dividend be reduced accordingly.

The provisions are needed to make payments into a compensation fund for the surviving dependents of the massacre of Marikana. Further details on this are provided in the explanations to the counter motion to agenda item 4.

**Counter-motion to agenda item 4,  
Adoption of a resolution giving formal approval to the actions of the members of the  
Board of Executive Directors**

The Association of Ethical Shareholders Germany petitions to not give formal approval to the actions of the members of the Board of Executive Directors for the financial year 2015.

Reason:

The Board of Executive Directors continues to not meet its obligation of due diligence in the supply chain with regard to the British mining company Lonmin, of which BASF is its main customer for platinum.

Already last year, the hearing of evidence as part of the official government commission of inquiry initiated after the massacre of Marikana/South Africa provided a large amount of evidence that Lonmin was partly responsible for the deaths of 44 persons during the strike in August 2012. It also showed that Lonmin decision-makers were guilty of fundamental misconduct and failure to meet their social and legal obligations.

During his speech at the BASF Annual Shareholders' Meeting of April 30, 2015, Bishop Johannes Seoka, representative of the mineworkers of Marikana, demanded that BASF meet its self-appointed obligation for its supply chain and quickly help improve the lives of the workers and to pay into a compensation fund.

Despite the overwhelming evidence, the Chairman of the Board of Executive Directors of BASF SE, Kurt Bock, responded that it was "difficult to assess the situation from a distance" and said that the final report from the commission of inquiry must be awaited.

This report has been available since June 2015. Not surprisingly, it confirms and endorses the partial responsibility of Lonmin for the massacre. In concrete terms, there are four levels to be addressed:

1. Lonmin is responsible for the unacceptable, partially undignified living, working, and environmental conditions the workers and their families have faced for decades; the majority live in slums without running water, sewerage, power or community services. Lonmin has repeatedly breached its legal obligations to the workers and the local population. Of the 5,500 new houses promised since 1999, not more than six have been built – and this during times of a booming platinum industry. These are Lonmin's empty promises that led to the strike.
2. Lonmin consistently refused to communicate with the strikers and instead took part politically, logistically and infrastructurally in a highly militarized police operation that ultimately – and was evidently foreseeable by Lonmin – led to the murders on August 16.
3. Lonmin forced its workers, under threat of dismissal, to break the strike, well-knowing that this could lead to clashes, which in the end cost human lives.
4. Lonmin security staff were responsible for the first escalation of violence and shots into the group of strikers, which the heads of the hearing of evidence deemed unjustified.

More than three-and-a-half years after this largest massacre of the civil population in South Africa since the end of Apartheid, Lonmin has not met its obligation to the families of the killed and injured mineworkers or to the citizens of Marikana. All of these proven offenses by Lonmin violate the basic principles of corporate governance for which BASF stands as a founding member of the UN Global Compact. BASF promises to also require these basic principles, such as human rights, labor standards, social sustainability, environmental safety, from its suppliers.

In order not to lose its credibility, BASF, as the main customer of Lonmin, should stand by its word and support Lonmin strongly and with financial backing to pay reparations to the families of the 44 people killed in August 2012, as well as support the injured and to sustainably improve the local infrastructure. This has not happened up to now.

BASF commissioned an audit of Lonmin, which found deficiencies in environmental and safety management (site fire department) but that Lonmin had already taken care of other deficiencies. In view of the current situation of the workers as well as the surviving dependents, this assessment is wrong.

BASF SE should accept the invitation from Bishop Johannes Seoka to see the area for themselves and what the living, working and environmental conditions are around the Marikana platinum mine. As a first sign of the consistent realization of its promises and plans in the context of its “responsibility in the supply chain,” BASF should establish a fund with 3 million rand for each of the 44 people killed in August 2012 and give this to those directly affected (in total €8 million). This is a small amount compared to BASF purchases from Lonmin (€450 million in the crisis year of 2014).

For more information on this topic, see:

[www.kritischeaktionaere.de](http://www.kritischeaktionaere.de), [www.kritischeaktionaere.de/englishlanguage.html](http://www.kritischeaktionaere.de/englishlanguage.html) and [www.basflonmin.com](http://www.basflonmin.com).

Cologne, April 14, 2016

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Translation of the original counter-motion in Germany language by BASF SE.  
<https://www.basf.com/en/company/investor-relations/calendar-and-publications/annual-shareholders-meeting/annual-shareholders-meeting-2016.html>

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