

Information

on attending the Annual Meeting
and on proxies



The Chemical Company

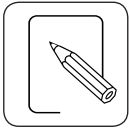
BASF SE

**Annual Meeting of BASF SE
on April 24, 2008**

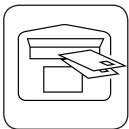
Information on attending the Annual Meeting and on proxies

With this brochure, you have received the invitation to the Annual Meeting of BASF SE.

1st step Order entrance tickets



Complete and sign order form



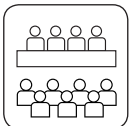
Per fax, mail or personally back to your bank

You will receive your entrance ticket by mail.

2nd step Attending the Annual Meeting or issuing power of attorney and instructions to the proxies

After receipt of your entrance ticket you now have the following options:

1. Personal attendance



This year's Annual Meeting of BASF SE will take place on Thursday, April 24, 2008 at 10:00 a.m., at the Congress Center Rosengarten Mannheim, Germany. Please note that the Congress Center Rosengarten lies within the "environmental zone" set up by the City of Mannheim which may only be entered by vehicles displaying a valid Fine Particles-sticker. Participants arriving via the Autobahn A 656 and using the marked Park & Ride parking lot near the Landesmuseum Mannheim do **not** need a Fine Particles-sticker.

2. Issuing power of attorney and instructions to the proxies of BASF SE

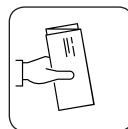


- a) In writing or via telefax to reach us not later than April 22, 2008
Complete the entrance ticket form with your instructions in full and send it signed, either by mail in the blue postage-paid envelope, or via telefax, to
BASF SE
ZFK/VS – C 100
67056 Ludwigshafen
Telefax No.: +49 621 60-20583



- b) Electronically via the Internet by April 24, 2008, noon
www.basf.com/onlinevoting
For this purpose, we need the number of the entrance ticket with check digit.

3. Authorization of a proxy of your choice



Complete the power of attorney printed on the reverse of the top section and give or fax the entrance ticket form to your proxy for attendance at the Annual Meeting. In case you fax the entrance ticket form, please make sure that you send the front page and the reverse page of the form.

Should you have any questions on proxies, a contact person is available on Tel. No. +49 621 60-43449.

Dear Shareholders,

Shareholders who wish to attend the Annual Meeting of BASF SE or exercise their voting right require an entrance ticket. This can be obtained from the bank that maintains your deposit. With the entrance ticket, it is possible

- a) for you personally or a proxy appointed in writing or via telefax by you to attend the Annual Meeting and exercise the voting right or
- b) for you to authorize in writing, via telefax or electronically via the Internet the proxies appointed by our company to vote for you according to your instructions. This can be particularly of interest to shareholders if the depository bank refuses to exercise the right to vote at the Annual Meeting.

1. Personal attendance by you or a proxy of your choice authorized in writing or via telefax

In the event that you personally or a proxy authorized by you in writing or via telefax (for example a bank or an association of shareholders) wish to attend our Annual Meeting, please order an entrance ticket in your name using the order form of your depository bank. In the event that you appoint a proxy, please complete the power of attorney printed on the reverse of the top section and give or fax the entrance ticket form to your proxy for attendance at the Annual Meeting. Either you or your proxy should present the entrance ticket form on the day of the Annual Meeting at the Congress Center Rosengarten Mannheim, Germany. In case you authorize a proxy via telefax please note that it is of utmost importance to transmit **the front and the reverse page** to your proxy, who has to present both pages to be admitted to our Annual Meeting.

2. Issuing power of attorney and instructions to the proxies appointed by our company

In the event that you do not wish to attend the Annual Meeting personally and do not want to authorize a third person to attend personally, we offer you the possibility of voting through proxies appointed by our company. You can authorize these proxies either **in writing, via telefax or via the Internet**. Ms. Kathrin Bauer and Mrs. Heike Leibfried have been appointed proxies with the sole right of proxy. Both ladies are employees of BASF SE. Please note that the two proxies are authorized to exercise your voting right only if you have given them express instructions. If you issue a power of attorney but give no instructions, the proxies cannot represent you at the Annual Meeting. The proxies are obligated to vote according to your instructions. Other assignments, as for example dissent from the minutes, cannot be accepted by the proxies for you.

(a) Issuing power of attorney and instructions (in writing or via telefax)

For the issue of the power of attorney and instructions to the proxies appointed by our company in writing or via telefax, please order from your bank an entrance ticket in your name using the order form of your depository bank. On receiving it, please complete the bottom section of the entrance ticket form and, if necessary, the rear page **in full** with your instructions and send it **signed** to reach us not later than Tuesday, **April 22, 2008**, either in the postage-paid envelope enclosed with the entrance ticket or via telefax to the following address:

BASF SE
ZFK/VS – C 100
67056 Ludwigshafen
Germany
Fax No: +49 621 60-20583.

For this reason, shareholders should order their entrance tickets as soon as possible from the depository bank for each deposit. Please do not separate the power of attorney and proxy section from the rest of the entrance ticket, since it is required for the machine processing. Please make sure that in case you authorize a proxy via telefax, **the front and the reverse page** are transmitted to our proxy.

(b) Electronic issuing of power of attorney and instructions via the Internet

As in previous years, you can also issue your power of attorney and instructions to the proxies appointed by our company via the Internet. The power of attorney and instructions should be issued as soon as possible but must have been received not later than **noon on the day of the Annual Meeting**.

Please first order from your bank an entrance ticket in your name using the order form of your depository bank. After receipt, you can use our Internet-assisted power of attorney and instructions system for the electronic issue of your power of attorney and instructions. From April 9, 2008, you can obtain access through our company's Internet page at www.basf.com. The electronic power of attorney and instructions system can be found by following the "Annual Meeting" link. There, first enter the five-digit number of your entrance ticket and the adjacent single check digit.

Entrance ticket No./Check digit [_____] []

To continue the dialogue, click on the REGISTER button on your screen. In the following screen, you need to enter your personal data such as first name, surname, town and number of shares.

Please enter the necessary data in the fields provided for this purpose in exactly the same way as they appear on the entrance ticket. This also applies if your name or town has been spelt incorrectly. Please make certain that you do not enter any titles, additions, etc. in the "First name" or "Surname" fields. After you have checked your details, click on REGISTER. You will now be issued with a personal eight-digit access code that you should note or print out. You will need this code together with the entrance ticket number and the check digit whenever you want to access the system again. Now click on PROCEED and acknowledge that you have read our legal information and exclusion of liability by clicking on the box. Then click on PROCEED again.

On the following pages, you can enter your power of attorney and instructions. Click on ISSUE POWER OF ATTORNEY. You will then receive confirmation that you have issued your power of attorney. To issue your instructions, please click on PROCEED.

You can issue your instructions on the next page. Here you have the choice either of agreeing to the administration's proposal as a whole or of issuing instructions on each separate item of the Agenda. Click on YES, NO or ABSTENTION as applicable. After you have issued all your instructions, click on CONFIRM INSTRUCTIONS.

A review screen now appears for you to check your instruction details. If your instructions are correct, click on ISSUE INSTRUCTIONS; if not, click on CHANGE INSTRUCTIONS. The following confirmation of your instructions can be printed out for documentation purposes.

Revocation/alteration of electronically issued power of attorney and instructions

You can revoke the power of attorney that you have issued electronically and alter your instructions. For this purpose, you must access the electronic power of attorney and instructions system by entering the number of your entrance ticket, the check digit number and the personal access code that you were given on your first visit to the system. Retraction and alterations must also be received no later than noon on the day of the Annual Meeting.

Technical requirements

The power of attorney and instructions system is opened in a separate window. In the event that this does not function in your case, please make sure that your browser-internal popup blocker permits this access. You will find further details in the online help of your browser.

In order to be able to use the electronic power of attorney and instructions system, your browser must support 128-bit SSL encryption. If your browser does not support this encryption, you can download a current version of the – Netscape Navigator (www.netscape.de) or the – Microsoft Internet Explorer (www.microsoft.com/germany) from the Internet.

3. Internet transmission of the Annual Meeting

The speech by the Chairman of the Board of Executive Directors of BASF SE will be transmitted publicly on the Internet on April 24, 2008.

4. Countermotions by shareholders

Shareholders' motions to the Agenda of our Annual Meeting that have to be notified (countermotions) can be viewed on the Internet at www.basf.com via the "Annual Meeting" link.

5. Legal information and exclusion of liability

In the event that you issue a power of attorney and instructions to the proxies appointed by the company either in writing, via telefax or electronically via the Internet, we deem the instructions with the power of attorney in writing or via telefax to be binding regardless of the date of receipt.

It is not possible to use the proxies appointed by the company for participating in the voting on procedural motions at the Annual Meeting, on countermotions put forward at the Annual Meeting or on motions that have not been notified in the run-up to the Annual Meeting.

The stability and availability of the Internet-assisted power of attorney and instructions system provided by our company for the Annual Meeting can be subject to fluctuations according to the state of the art. BASF SE and the proxies appointed by the company have no influence on the availability and functioning of the telecommunication networks and the Internet services of third parties that are used. Therefore, BASF SE and the proxies cannot accept any guarantee or liability for the functioning, availability and stability of the Internet-assisted power of attorney and instructions system, the access to this system or the network elements of third parties that are used.

6. Do you have any further questions on proxies?

If you have any further questions on proxies, please call 0621 60-43449 (from Germany) or +49 621 60-43449 (from abroad).

Ludwigshafen, March 2008

BASF SE