

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>BASF CORPORATION RETIREMENT SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ► <u>004</u>
		1c	Effective date of plan <u>01/01/2007</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BASF CORPORATION</u> <u>100 PARK AVENUE</u> <u>FLORHAM PARK, NJ 07932</u>	2b	Employer Identification Number (EIN) <u>16-1090809</u>
		2c	Plan Sponsor's telephone number <u>973-245-6000</u>
		2d	Business code (see instructions) <u>325100</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/27/2017	GEORGE MUSKAL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 19605
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 13953 6a(2) 13979 6b 489 6c 5208 6d 19676 6e 88 6f 19764 6g 19324 6h 56
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016	
A Name of plan BASF CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 BASF CORPORATION	D Employer Identification Number (EIN) 16-1090809

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID INV INST OPS CO

04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FID INV INST OPS CO

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14 15 37 50 64 65	RECORDKEEPER	1473999	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

COHNREZNICK LLP

22-1478099

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	ACCOUNTANT	16750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 49 50	CONSULTANT	3273	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>BASF CORPORATION RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ► 004
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BASF CORPORATION</u>	D Employer Identification Number (EIN) <u>16-1090809</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET INC TR PLUS</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735883-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>26146425</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2015 TR PL</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735891-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>52245871</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2020 TR PL</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735899-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>170603904</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2025 TR PL</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735963-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>182316399</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2030 TR PL</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735964-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>140610689</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2035 TR PL</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735965-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>113339217</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD FTC TARGET RET 2040 TR PL</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-0735971-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>87424331</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTC TARGET RET 2045 TR PL**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-0735972-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 62328011
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTC TARGET RET 2050 TR PL**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-0735976-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 58118117
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTC TARGET RET 2055 TR PL**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-0735978-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11483642
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTC TARGET RET 2060 TR PL**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 45-3799736-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2891182
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD EXTENDED MARKET INDEX TR**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 81-6324211-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 148375177
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD INSTITUTIONAL 500 INDEX TR**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 81-6327546-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 377587975
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan BASF CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 BASF CORPORATION	D Employer Identification Number (EIN) 16-1090809	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	17702298	18435925
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	66903744	67581998
(9) Value of interest in common/collective trusts	1c(9)	720321801	1433470940
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2435433699	2008958238
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	810868655	831949555

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	39435772	42651399
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4090665969	4403048055

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4090665969	4403048055
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Part II Income and Expense Statement

- 2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	148896909	
(B) Participants	2a(1)(B)	146244274	
(C) Others (including rollovers)	2a(1)(C)	17807528	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		312948711
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	109303	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2235192	
(F) Other	2b(1)(F)	622208	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2966703
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1678430	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	84224013	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		85902443
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4518446	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4410390	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		108056
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	5912692	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		5912692

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		86327879
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		110058353
c Other income.....	2c		17474639
d Total income. Add all income amounts in column (b) and enter total.....	2d		621699476

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	305925829	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		305925829
f Corrective distributions (see instructions)	2f		3363
g Certain deemed distributions of participant loans (see instructions)	2g		10505
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	54851	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	1907975	
(4) Other	2i(4)	1494021	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3456847
j Total expenses. Add all expense amounts in column (b) and enter total	2j		309396544

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		312302932
l Transfers of assets:			
(1) To this plan.....	2l(1)		79154
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **COHNREZNICK LLP**

(2) EIN: **22-1478099**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		9000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>BASF CORPORATION RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BASF CORPORATION</u>	D Employer Identification Number (EIN) <u>16-1090809</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

**BASF CORPORATION
RETIREMENT SAVINGS PLAN**

Financial Statements

(with Supplemental Information)

and Independent Auditor's Report

December 31, 2016 and 2015

BASF CORPORATION RETIREMENT SAVINGS PLAN

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Independent Auditor's Report

BASF Corporation as Plan Sponsor
and Plan Administrator and Participant in the
BASF Corporation Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of BASF Corporation Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2016 and 2015, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of December 31, 2016 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Cohn Reznick LLP". The signature is written in a cursive, flowing style.

Roseland, New Jersey
September 12, 2017

BASF CORPORATION RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

	<u>2016</u>	<u>2015</u>
Assets:		
Investments at fair value	\$ 3,485,080	\$ 3,195,191
BASF Stable Value Fund at contract value	<u>831,950</u>	<u>801,247</u>
Total investments	<u>4,317,030</u>	<u>3,996,438</u>
Receivables:		
Employer contributions receivable	18,436	17,702
Notes receivable from participants	<u>67,582</u>	<u>66,904</u>
Total receivables	<u>86,018</u>	<u>84,606</u>
Net assets available for benefits	<u>\$ 4,403,048</u>	<u>\$ 4,081,044</u>

See accompanying notes to financial statements.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

	<u>2016</u>	<u>2015</u>
Additions:		
Net investment income:		
Dividends and interest income	\$ 100,947	\$ 128,166
Net appreciation/(depreciation) in fair value of investments	<u>213,228</u>	<u>(117,925)</u>
Total net investment income	<u>314,175</u>	<u>10,241</u>
Contributions:		
Participant	146,244	143,224
Employer	148,897	140,642
Rollovers	<u>17,808</u>	<u>13,269</u>
Total contributions	<u>312,949</u>	<u>297,135</u>
Interest income on notes receivable from participants	<u>2,235</u>	<u>2,143</u>
Total additions	<u>629,359</u>	<u>309,519</u>
Deductions:		
Benefits paid to participants	305,940	286,580
Administrative expenses	<u>1,494</u>	<u>1,509</u>
Total deductions	<u>307,434</u>	<u>288,089</u>
Increase in net assets available for benefits before transfers	321,925	21,430
Transfer from BASF Corporation Bargaining Unit Savings Plan	<u>79</u>	<u>144</u>
Net increase	322,004	21,574
Net assets available for benefits:		
Beginning of year	<u>4,081,044</u>	<u>4,059,470</u>
End of year	<u>\$ 4,403,048</u>	<u>\$ 4,081,044</u>

See accompanying notes to financial statements.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

(1) Description of the Plan

The following description of the BASF Corporation Retirement Savings Plan (the Plan) is provided for general information. Participants should refer to the Summary Plan Description and Plan Document for a more complete description of the provisions of the Plan and detailed definitions of various Plan terms.

BASF Corporation (the Company or the Sponsor) administers the Plan through its Pension and Savings Plan Committee (the Plan Administrator) under the authority of the Pension and Benefits Committee of the Sponsor's Board of Directors. The Plan's assets are maintained under a trust agreement and are represented by ownership of shares in mutual funds, common/collective trusts, stock and unallocated insurance contracts that are primarily managed by an affiliate of Fidelity Management Trust Company (the Trustee).

(a) General

The Plan is a defined contribution plan providing benefits to the Sponsor's eligible employees. Employees become eligible to participate immediately upon commencing employment with the Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan became effective January 1, 2007.

Although it has not expressed any intention to do so, the Sponsor reserves the right to amend or terminate the Plan at any time. If the Plan were terminated, participants would be paid their vested account balances.

Beginning in 2014, a participant in another qualified plan sponsored by the Company (the Predecessor Plan) who transfers to a new position within the Company or one of its affiliates that is not covered by that plan may become eligible to participate in the Plan or any other qualified pension plan maintained by the Company or affiliate. Such actively employed participants are permitted to initiate a loan, subject to review and approval from the Company, based on the sum total of their account balances in the plans in which they have been participants. In those instances, the participants' entire account balance in the Predecessor Plan will be transferred into the Plan. In 2016 and 2015, transfers from the BASF Corporation Bargaining Unit Savings Plan into the Plan comprised \$79,154 and \$132,077 in investments and \$0 and \$11,685 of participant loans, respectively.

(b) Participant Contributions

Participant contributions can consist of "pre-tax contributions," which reduce the participant's taxable compensation, "after-tax contributions," which do not reduce a participant's taxable compensation, or "rollovers," which are transfers from other qualified retirement plans.

Participants may elect to contribute, through payroll deductions, between 1% and 50% of their compensation on a pre-tax, Roth and/or after-tax basis. The dollar amount of a participant's contributions cannot exceed certain Plan and Internal Revenue Service (IRS) limits. Participants direct how monies contributed are invested. Eligible compensation is defined as W-2 earnings

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

(subject to certain adjustments), not to exceed \$265,000, effective for 2016 and 2015, as adjusted by the IRS. For purposes of the Plan, compensation means base pay (before any reductions for before-tax contributions to the Plan or any other Sponsor plan) plus overtime, commissions, cash performance awards, shift differentials and bonuses as described in the Plan. Pre-tax contributions were limited by the IRS to \$18,000 for 2016 and 2015. As a result of the Economic Growth and Tax Relief Reconciliation Act, participants who attained age 50 before the end of the Plan year are limited to pre-tax contributions of \$24,000 effective for 2016 and 2015. These limits will be subject to change in future years to be consistent with IRS limits.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 5% of eligible compensation and their contributions invested in a designated default investment fund until changed by the participant.

Additionally, participants may make rollover contributions to the Plan. A rollover contribution is a transfer from another tax qualified plan such as qualified retirement plans, individual retirement accounts or annuities, eligible government retirement plans or certain annuity contracts.

Effective January 1, 2016, for any participant who has elected to contribute less than 5% of compensation (taking into account such participant's before-tax contributions, Roth contributions, after-tax contributions and/or any catch-up contributions on before-tax or Roth contributions), the Sponsor will automatically increase such participant's contribution election to 5% of compensation, effective as of the first paycheck on or after May 13, 2016, unless the participant, after reasonable notice received prior to May 13, 2016, affirmatively elects not to have such increase made on his or her behalf.

(c) *Sponsor Contributions*

Effective January 1, 2010, the Sponsor contribution for the employees equals 100% of a participant's contribution up to a maximum of 5% of the participant's eligible compensation. The Sponsor also makes a non-elective maximum contribution of 5% of the participant's eligible compensation.

For each pay period beginning July 1, 2011 and ending on or before June 30, 2016, the Sponsor will make a transition contribution equal to five percent (5%) of Compensation to the individual account of each Participant who is a "Cognis Corporation Transition Eligible Participant." For this purpose, a "Cognis Corporation Transition Eligible Participant" shall mean any Participant who, on June 30, 2011, was actively participating in the BASF Corporation Salaried Employees' Pension Plan (the "BASF Corporation Pension Plan") as a "Cognis Employee," as such term is defined in the BASF Corporation Pension Plan; provided that, as of June 30, 2011, such Participant had (1) attained the age of forty-five (45) years or more, and (2) completed ten (10) years or more of Vesting Service, as such term is defined in the BASF Corporation Pension Plan.

BASF CORPORATION RETIREMENT SAVINGS PLAN

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(Dollars in thousands, except for Note 1)

(d) “415 Limitation”

Under Section 415 of the Internal Revenue Code (the Code), the annual additions to a participant’s account under the Plan (plus annual additions to any other qualified defined contribution plan in which they participate) may not exceed \$53,000 for 2016 and 2015, or the lesser of 100% of covered compensation. To meet this limitation the Plan may be required to refund after-tax, pre-tax or Sponsor contributions, in that order, that had previously been made.

(e) Vesting

Each participant’s account is credited with the participant’s contribution and allocations of (a) the Sponsor’s contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Participants are vested immediately in their contributions, as well as, the Sponsor’s matching contribution portion of their accounts plus actual earnings thereon. A participant becomes fully vested in the Sponsor’s contributions of 5% of compensation after a period of three years.

(f) Notes Receivable from Participants

Participants may apply to the Plan Administrator to borrow from the Plan up to one-half of the value of the participants’ vested account balances, but not more than \$50,000. Loans are evidenced by promissory notes and are repayable through payroll deductions over a period of up to 60 months for general purpose loans, and 360 months for loans used for the purchase of primary residences. Loans are repayable immediately (within 60 days) upon termination of the participant’s employment. These loans have maturity dates that range from January 2017 until December 2036 and interest rates ranging from 3.25% to 9.50%.

(g) Distribution - Termination and Retirement

On termination of service due to death, disability or retirement, benefits are paid in the following manner:

- Accounts of \$1,000 or less: A participant receives an immediate lump-sum payment.
- Retirement or Disability: Participant may elect to receive an immediate lump-sum payment, payments in installment form, or defer payments until age 70 ½.
- Severance from Service: Participant may receive a lump-sum payment or defer payments until age 65.

(h) Forfeited Plan

At December 31, 2016 and 2015, forfeited non-vested accounts totaled \$363,483 and \$391,824, respectively. Forfeited non-vested accounts will be used to reduce future employer contributions. Employer contributions were reduced by \$1,570,229 and \$5,505,939 from forfeited non-vested accounts during the years ended December 31, 2016 and 2015, respectively.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America (GAAP).

Investment contracts held by a defined contribution plan are required to be reported at fair value except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the Plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through an insurance contract.

(b) Valuation of Investments

The Plan's investments are stated at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value), which has been determined based on the fair value of the underlying investments. Fair value is the price that would be received from selling an asset or paid when transferring a liability in an orderly transaction between market participants at the measurement date. See Note 5 "Fair Value Measurements" for discussion of fair value measurements.

(c) Security Transactions

Purchases and sales of securities are recorded on a trade-date basis. The Plan's gains and losses on investments purchased or sold or held during the year are included in net appreciation/ (depreciation) in fair value of investments.

(d) Investment Income

Dividend income is recorded on the ex-dividend date; interest income is recorded as earned on the accrual basis.

(e) Risks and Uncertainties

The Plan utilizes various investment securities including mutual funds, common/collective trusts, stock, and insurance contracts. Investment securities, in general, are exposed to various risks, such as interest-rate risk, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the participants' account balances and values of investment securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the financial statements.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

(f) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expense and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

(g) Payment of Benefits

Benefits are recorded when paid.

(h) Administrative Fees

Certain expenses of maintaining the Plan are paid directly by the Sponsor and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation/(depreciation) in fair value of investments.

(i) Use of Estimates

The preparation of financial statements in accordance with GAAP requires the Plan Sponsor to make estimates, assumptions and valuations that affect the amounts reported in the financial statements and accompanying footnotes. Actual results could differ from those estimates.

(j) Accounting Change

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. ASU 2015-07 also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. ASU 2015-07 is effective for fiscal years beginning after December 15, 2016. Management has elected to early adopt ASU 2015-07, and the pronouncement has been applied retrospectively.

(k) Subsequent Events

The Plan has evaluated subsequent events through September 12, 2017, which is the date the financial statements were available to be issued.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

(3) Federal Income Tax Status

The IRS has determined and informed the Sponsor by letter dated May 10, 2013, that the Plan and the related trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. Subsequent to year end, the Plan Sponsor received an updated determination letter dated July 27, 2017. The Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with applicable requirements of the Code. Accordingly, the Plan's financial statements do not include a provision for income taxes.

(4) Fully Benefit-Responsive Investment Contracts

The Plan holds a portfolio of investment contracts that comprises a portfolio of synthetic investment contracts. These contracts meet the fully benefit-responsive investment contract criteria and therefore are reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under each contract, plus earnings, less participant withdrawals and administrative expenses.

A synthetic investment contract includes a wrapper contract, which is an agreement for the wrap issuer, such as a bank or insurance company, to make payments to the Plan in certain circumstances. The wrapper contract typically includes certain conditions and limitations on the underlying assets owned by the Plan. With traditional investment contracts, the Plan owns only the contract itself. Synthetic investment contracts are designed to accrue interest based on crediting rates established by the contract issuers.

The synthetic investment contracts held by the Plan include wrapper contracts that provide a guarantee that the crediting rate will not fall below 0%. Cash flow volatility (for example, timing of benefit payments), as well as asset underperformance, can be passed through to the Plan through adjustments to future contract crediting rates. Formulas are provided in each contract that adjust renewal crediting rates to recognize the difference between the fair value and the book value of the underlying assets. Crediting rates are reviewed monthly for resetting.

The Plan's ability to receive amounts due in accordance with fully benefit-responsive investment contracts is dependent on the third-party issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events might limit the ability of the Plan to transact at contract value with the contract issuer. These events may be different under each contract. Examples of such events include the following:

1. The Plan's failure to qualify under Section 401(a) of the Internal Revenue Code or the failure of the trust to be tax-exempt under Section 501(a) of the Internal Revenue Code
2. Premature termination of the contracts
3. Plan termination or merger

BASF CORPORATION RETIREMENT SAVINGS PLAN

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December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

4. Changes to the Plan's prohibition on competing investment options
5. Bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spinoffs of a subsidiary) that significantly affect the Plan's normal operations.

No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the Plan to transact at contract value with the participants.

In addition, certain events allow the issuer to terminate the contracts with the Plan and settle at an amount different from contract value. Those events may be different under each contract. Examples of such events include the following:

1. An uncured violation of the Plan's investment guidelines
2. A breach of material obligation under the contract
3. A material misrepresentation
4. A material amendment to the agreements without the consent of the issuer.

(5) Fair Value Measurements

FASB *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
Level 2	Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.
Level 3	Unobservable inputs are used when little or no market data is available which are significant to the fair value measurement. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as considering counterparty credit risk in its assessment of fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

The following is a description of the valuation methodologies used for determining an asset's fair value. There have been no changes from prior years in the methodologies used at December 31, 2016 and 2015.

- *Mutual Funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Common/collective Trusts:* Valued at the NAV of units of a bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.
- *Stocks:* Valued at the closing price reported on the active market on which the individual securities are traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

Below is an asset summary by level (as defined by FASB ASC 820) at fair value as of December 31, 2016 and 2015:

Assets at Fair Value as of December 31, 2016

	2016			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 2,008,957	\$ —	\$ —	\$ 2,008,957
BASF company stock	42,652	—	—	42,652
Total assets in the fair value hierarchy	2,051,609	—	—	2,051,609
Investments measured at net asset value (a)	—	—	—	1,433,471
Total investments at fair value	\$ —	\$ —	\$ —	\$ 3,485,080

Assets at Fair Value as of December 31, 2015

	2015			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 2,435,435	\$ —	\$ —	\$ 2,435,435
BASF company stock	39,436	—	—	39,436
Total assets in the fair value hierarchy	2,474,871	—	—	2,474,871
Investments measured at net asset value (a)	—	—	—	720,320
Total investments at fair value	\$ —	\$ —	\$ —	\$ 3,195,191

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

The following table presents the Plan's common/collective trust investments with reported NAV at December 31, 2016:

	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Vanguard Target Retirement Funds	\$ 881,361	None	Daily	1 Day
Vanguard Target Retirement Income Fund	26,147	None	Daily	1 Day
Vanguard Institutional 500 Index Trust	377,588	None	Daily	1 Day
Vanguard Extended Market Index Trust	<u>148,375</u>	None	Daily	1 Day
	<u><u>\$ 1,433,471</u></u>			

The following table presents the Plan's common/collective trust investments with reported NAV at December 31, 2015:

	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Vanguard Target Retirement Funds	\$ 694,661	None	Daily	1 Day
Vanguard Target Retirement Income Fund	<u>25,659</u>	None	Daily	1 Day
	<u><u>\$ 720,320</u></u>			

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

(6) Certification by the Plan Trustee (Unaudited)

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments and notes receivable from participants held at December 31, 2016 and 2015, and investment income and interest income on notes receivable from participants for the years then ended, that is disclosed in the accompanying financial statements and supplemental schedule, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee of the Plan.

	<u>2016</u>	<u>2015</u>
Investments:		
Common/collective trusts	\$ 1,433,471	\$ 720,320
Mutual funds	2,008,957	2,435,435
BASF company stock	42,652	39,436
BASF Stable Value Fund	831,950	801,247
Total investments	4,317,030	3,996,438
Notes receivable from participants	67,582	66,904
Total	\$ <u>4,384,612</u>	\$ <u>4,063,342</u>

Supplemental Schedule: All investment balances and information are included in the Schedule H, Line 4i – Schedule of Assets (Held at End of Year).

	<u>2016</u>	<u>2015</u>
Net investment income:		
Net appreciation/(depreciation) in fair value of investments	\$ 213,228	\$ (117,925)
Dividends and interest income	100,947	128,166
Total net investment income	\$ <u>314,175</u>	\$ <u>10,241</u>
Interest income on notes receivable from participants	\$ 2,235	\$ 2,143

(7) Benefits Payable to Participants

The Plan had no benefits payable to participants at December 31, 2016 and 2015.

(8) Permitted Party-In-Interest Transactions

Certain Plan investments are shares of BASF Corporation common stock. The Plan held 974,011 and 1,094,648 shares of BASF Corporation common stock at December 31, 2016 and 2015, valued at \$42,652 and \$39,436, respectively. Transactions in these shares qualify as permitted party-in-interest transactions.

BASF CORPORATION RETIREMENT SAVINGS PLAN

Notes to Financial Statements

December 31, 2016 and 2015

(Dollars in thousands, except for Note 1)

(9) Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(10) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016 and 2015 to Form 5500:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$ 4,403,048	\$ 4,081,044
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	9,622
Net assets available for benefits per the Form 5500	<u>\$ 4,403,048</u>	<u>\$ 4,090,666</u>

The following is a reconciliation of investment income per the financial statements for the years ended December 31, 2016 and 2015 to Form 5500:

	<u>2016</u>	<u>2015</u>
Investment income per the financial statements	\$ 314,175	\$ 10,241
Net change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(9,622)</u>	<u>(7,207)</u>
Investment income per the Form 5500	<u>\$ 304,553</u>	<u>\$ 3,034</u>

BASF CORPORATION RETIREMENT SAVINGS PLAN

EIN # 16-1090809

Plan #004

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

(In thousands)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	BASF Stable Value Fund			
	Prudential Ins Co America	Unallocated Insurance Contract	**	\$ 110,885
	Transamerica Premier Life	Unallocated Insurance Contract	**	105,994
	State St Bk & Tr Co Boston	Unallocated Insurance Contract	**	111,980
	Chase Manhattan Bank	Unallocated Insurance Contract	**	107,083
	Bank of Tokyo-Mitsubishi	Unallocated Insurance Contract	**	78,577
	American General Life	Unallocated Insurance Contract	**	78,455
	Metropolitan Life Inc Co	Unallocated Insurance Contract	**	99,826
	United of Omaha	Unallocated Insurance Contract	**	87,139
	Fidelity Stif	Unallocated Insurance Contract	**	33,895
	New York Life Insurance	Unallocated Insurance Contract	**	16,988
	Other	Unallocated Insurance Contract	**	1,128
	Total BASF Stable Value Fund	Unallocated Insurance Contract	**	831,950
	Vanguard Target Retirement Income Fund	Common/Collective Trust	**	26,147
	Vanguard Target Retirement 2015 Fund	Common/Collective Trust	**	52,246
	Vanguard Target Retirement 2020 Fund	Common/Collective Trust	**	170,604
	Vanguard Target Retirement 2025 Fund	Common/Collective Trust	**	182,316
	Vanguard Target Retirement 2030 Fund	Common/Collective Trust	**	140,611
	Vanguard Target Retirement 2035 Fund	Common/Collective Trust	**	113,339
	Vanguard Target Retirement 2040 Fund	Common/Collective Trust	**	87,424
	Vanguard Target Retirement 2045 Fund	Common/Collective Trust	**	62,328
	Vanguard Target Retirement 2050 Fund	Common/Collective Trust	**	58,118
	Vanguard Target Retirement 2055 Fund	Common/Collective Trust	**	11,484
	Vanguard Target Retirement 2060 Fund	Common/Collective Trust	**	2,891
	Vanguard Institutional 500 Index Trust	Common/Collective Trust	**	377,588
	Vanguard Extended Market Index Trust	Common/Collective Trust	**	148,375
	Capital Guardian Emerging Markets Growth Fund	Mutual Fund	**	72,713
	PIMCO Total Return Institutional Class	Mutual Fund	**	143,380
	Vanguard Inflation-Protected Securities Fund Institutional Shares	Mutual Fund	**	45,222
	Vanguard International Growth Fund Admiral Shares	Mutual Fund	**	162,963
	Vanguard Balanced Index Institutional Shares	Mutual Fund	**	155,631
	Vanguard Windsor II Fund Admiral Shares	Mutual Fund	**	291,904
	Vanguard PRIMECAP Fund Admiral Shares	Mutual Fund	**	584,599
	Vanguard High-Yield Corporate Fund Admiral Shares	Mutual Fund	**	80,371
	Vanguard Selected Value	Mutual Fund	**	130,947
	T. Rowe Price Institutional Mid-Cap Equity Growth Fund	Mutual Fund	**	341,227
*	BASF Stock Fund	Common Stock	**	42,652
*	Participant loans	Promissory notes from participants with interest rates varying from 3.25% to 9.50% with maturity dates from January 2017 to December 2036	**	67,582
	Total			\$ 4,384,612

* Represents party-in-interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

See Independent Auditor's Report.

Independent Auditor's Report

BASF Corporation as Plan Sponsor
and Plan Administrator and Participant in the
BASF Corporation Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of BASF Corporation Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of December 31, 2016 and 2015, and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of December 31, 2016 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Cohn Reznick LLP". The signature is written in a cursive, flowing style.

Roseland, New Jersey
September 12, 2017

BASF CORPORATION RETIREMENT SAVINGS PLAN

EIN # 16-1090809

Plan #004

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

(In thousands)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	BASF Stable Value Fund			
	Prudential Ins Co America	Unallocated Insurance Contract	**	\$ 110,885
	Transamerica Premier Life	Unallocated Insurance Contract	**	105,994
	State St Bk & Tr Co Boston	Unallocated Insurance Contract	**	111,980
	Chase Manhattan Bank	Unallocated Insurance Contract	**	107,083
	Bank of Tokyo-Mitsubishi	Unallocated Insurance Contract	**	78,577
	American General Life	Unallocated Insurance Contract	**	78,455
	Metropolitan Life Inc Co	Unallocated Insurance Contract	**	99,826
	United of Omaha	Unallocated Insurance Contract	**	87,139
	Fidelity Stif	Unallocated Insurance Contract	**	33,895
	New York Life Insurance	Unallocated Insurance Contract	**	16,988
	Other	Unallocated Insurance Contract	**	1,128
	Total BASF Stable Value Fund	Unallocated Insurance Contract	**	831,950
	Vanguard Target Retirement Income Fund	Common/Collective Trust	**	26,147
	Vanguard Target Retirement 2015 Fund	Common/Collective Trust	**	52,246
	Vanguard Target Retirement 2020 Fund	Common/Collective Trust	**	170,604
	Vanguard Target Retirement 2025 Fund	Common/Collective Trust	**	182,316
	Vanguard Target Retirement 2030 Fund	Common/Collective Trust	**	140,611
	Vanguard Target Retirement 2035 Fund	Common/Collective Trust	**	113,339
	Vanguard Target Retirement 2040 Fund	Common/Collective Trust	**	87,424
	Vanguard Target Retirement 2045 Fund	Common/Collective Trust	**	62,328
	Vanguard Target Retirement 2050 Fund	Common/Collective Trust	**	58,118
	Vanguard Target Retirement 2055 Fund	Common/Collective Trust	**	11,484
	Vanguard Target Retirement 2060 Fund	Common/Collective Trust	**	2,891
	Vanguard Institutional 500 Index Trust	Common/Collective Trust	**	377,588
	Vanguard Extended Market Index Trust	Common/Collective Trust	**	148,375
	Capital Guardian Emerging Markets Growth Fund	Mutual Fund	**	72,713
	PIMCO Total Return Institutional Class	Mutual Fund	**	143,380
	Vanguard Inflation-Protected Securities Fund Institutional Shares	Mutual Fund	**	45,222
	Vanguard International Growth Fund Admiral Shares	Mutual Fund	**	162,963
	Vanguard Balanced Index Institutional Shares	Mutual Fund	**	155,631
	Vanguard Windsor II Fund Admiral Shares	Mutual Fund	**	291,904
	Vanguard PRIMECAP Fund Admiral Shares	Mutual Fund	**	584,599
	Vanguard High-Yield Corporate Fund Admiral Shares	Mutual Fund	**	80,371
	Vanguard Selected Value	Mutual Fund	**	130,947
	T. Rowe Price Institutional Mid-Cap Equity Growth Fund	Mutual Fund	**	341,227
*	BASF Stock Fund	Common Stock	**	42,652
*	Participant loans	Promissory notes from participants with interest rates varying from 3.25% to 9.50% with maturity dates from January 2017 to December 2036	**	67,582
	Total			\$ 4,384,612

* Represents party-in-interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

See Independent Auditor's Report.