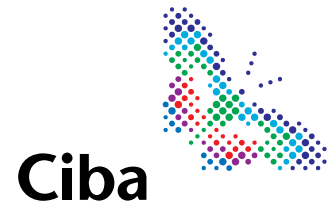


Ciba Holding Inc.



To the shareholders of Ciba Holding Inc.

Invitation to the Extraordinary Meeting of Shareholders

December 2, 2008, at 10:30 a.m. in the Congress Center, Messe Basel

Agenda, motions and comments

(This is a translation. The German text is legally binding.)

Agenda

1. Amendments to the Articles of Association:
Amendments to articles 5, 15 and 19 of the Articles of Association
2. Elections to the Board of Directors

Snacks will be served at the Congress Center Basel after the Meeting.

Introductory notes

On September 14, 2008, Ciba Holding Inc. and BASF Handels- und Exportgesellschaft mbH, Ludwigshafen, Germany (**BASF**), a wholly owned direct subsidiary of BASF SE, entered into a transaction agreement defining the conditions of the public tender offer of BASF to all shareholders of Ciba Holding Inc. (hereafter the **BASF Offer**). BASF published the pre-announcement of the BASF Offer on September 15, 2008, and the offer prospectus on October 1, 2008.

In its report dated September 23, 2008, Ciba Holding Inc.'s Board of Directors recommended that the shareholders accept the BASF Offer.

On October 29, 2008, BASF published the interim result of the BASF Offer. Subsequently, BASF declared that more than two-thirds of Ciba Holding Inc.'s shareholders had tendered their shares and the BASF Offer was successful, subject to certain other conditions set forth in the offer prospectus.

The BASF Offer is conditional, inter alia, on an Extraordinary Meeting of the Shareholders of Ciba Holding Inc. resolving to lift any restrictions on the registration of shares and any limitations on voting rights presently set forth in the Articles of Association, and electing the individuals designated by BASF to the Board of Directors of Ciba Holding Inc. Hence, based on the interim result, an Extraordinary Meeting of the Shareholders is convened to submit the aforementioned items to Ciba Holding Inc.'s shareholders for resolution.

1. Amendments to the Articles of Association: Amendments to articles 5, 15 and 19 of the Articles of Association

Motion

Subject to the condition precedent that all outstanding conditions of the BASF Offer (other than the condition set forth in para. B.6(c) of the offer prospectus) are satisfied or waived by BASF, the Board of Directors proposes to amend articles 5, 15 and 19 of the Articles of Association as follows (the proposed deletions are marked):

Article 5 (Share register and restrictions of registration, ~~Nominees~~)

Para. 1

The Company shall maintain a share register showing the name, first name, address and nationality (in the case of legal entities the registered office) of the holders or usufructuaries of registered shares.

Para. 2

Upon request acquirers of registered shares are registered in the share register as shareholders with the right to vote, provided that they declare explicitly to have acquired the registered shares in their own name and for their own account. ~~Subject to the restrictions set forth in para. 6 of this article, no person or entity shall be registered with the right to vote for more than 2% of the registered share capital as set forth in the commercial register. This restriction of registration also applies to persons who hold some or all of their shares through nominees pursuant to this article. All of the foregoing is subject to Article 685d para. 3 of the Swiss Code of Obligations.~~

Para. 3

~~The Board of Directors shall register any person in the share register with the right to vote up to 2% of the registered share capital set forth in the commercial register if such person does not explicitly declare to hold the shares for its own account in its request for registration (hereinafter the "Nominees"). Registered shares held by a Nominee that exceed this limit are only registered in the share register if such Nominee discloses the names, addresses and the number of shares of those persons for whose account it holds the shares. The Board of Directors may enter into agreements with Nominees concerning the regulation of the duty to notify.~~

Para. 4

~~Legal entities and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management or otherwise linked as well as individuals or legal entities and partnerships who act in concert to circumvent the regulations concerning the limitation for registration in the share register or the Nominees (especially as syndicate), shall be treated as one single person or Nominee within the meaning of para. 2 and 3 of this article.~~

Para. 5

~~After hearing the registered shareholder or Nominee, the Board of Directors may cancel registrations in the share register with retroactive effect as of the date of registration if such registrations were made based on incorrect information. The respective shareholder or Nominee shall be informed immediately of the cancellation of the registration.~~

Para. 6

~~The Board of Directors shall specify the details and give the necessary orders concerning the adherence to the preceding regulations. In particular cases it may allow exemptions from the limitation for registration in the share register or the regulation concerning Nominees. It may delegate its duties.~~

Para. 7

The limitation for registration in the share register set forth in this article shall also apply to shares which are subscribed for or acquired through the exercise of preemptive rights, options or conversion rights.

Para. 8

No person shall vote own and represented shares in an amount exceeding 5% of the aggregate share capital at any vote taken at a general meeting of shareholders. Persons who are interrelated to one another through capital ownership, voting rights, uniform management or who are otherwise linked as well as individuals or legal entities and partnerships who act in concert to circumvent the regulations concerning the limitation on the exercise of voting rights (especially as a syndicate), shall be treated as one single person. Under special circumstances, the Board of Directors may provide for exceptions to this rule. This limitation, however, does not apply for depositaries (Depotvertreter), corporate bodies (Organvertreter), independent proxies (unabhängige Stimmrechtsvertreter) according to article 689c Swiss Code of Obligations and for Nominees complying with their duty to notify according to article 5 para. 3.

Article 15 (Proxies)

Para. 1

The Board of Directors shall provide for the rules regarding the participation and the representation at the General Meeting.

Para. 2

A shareholder shall only be represented by his legal representative, another shareholder with the right to vote, corporate bodies (Organvertreter), independent proxies (unabhängige Stimmrechtsvertreter) or by a depositary (Depotvertreter).

Para. 3

The exercise of the voting rights is governed by article 5 para. 8 of these Articles of Association.

Article 19 (Special Quorum)

The approval of at least two-thirds of the votes represented is required for resolutions of the General Meeting of Shareholders on:

- a) an alteration of the purpose of the Company;
- b) the creation of shares with increased voting powers;
- c) restrictions on the transfer of registered shares and the removal of such restrictions as well as on the restriction to vote according to article 5 para. 8 and the removal of such restrictions;
- d) an authorized or conditional increase of the share capital;
- e) an increase of the share capital by conversion of capital surplus, by contribution in kind, for the purpose of an acquisition of property and the grant of special rights;
- f) a restriction or suspension of preemptive rights;
- g) a change of location of the principal office of the Company;
- h) resolutions on merger, demerger and conversion if such quorum is necessary pursuant to the Merger Act.
- i) dissolution of the Company.

Comments

Article 5 of Ciba Holding Inc.'s Articles of Association provides that no person or entity shall be registered with the right to vote for more than 2% of the registered share capital, and that no person may represent more than 5% of the share capital at the General Meeting of Shareholders. The BASF Offer is subject to the condition, inter alia, that these restrictions on the registration of shares and the exercise of voting rights be removed.

The Board of Directors has closely examined the BASF Offer and concluded that the BASF Offer is in the best interest of Ciba, its shareholders, employees, customers and suppliers as well as of the research and production site Basel. The Board of Directors has therefore recommended that the shareholders of the company accept the BASF Offer.

The amendments to the Articles of Association are proposed for the purpose of fulfilling the condition relating to the restrictions on the registration of shares and on the exercise of voting rights, however, the resolution of the shareholders' meeting is subject to the condition precedent that any outstanding condition set out in the BASF Offer (other than the aforementioned condition) be satisfied or waived by BASF. This shall ensure that the amendments of the Articles of Association become effective only if the BASF Offer is settled.

2. Elections to the Board of Directors

Motion

The Board of Directors proposes to elect the following persons as new members of the Board of Directors. The election is subject to the settlement of the BASF Offer and effective as of the date of settlement until the following General Meeting of Shareholders.

- **Dr. Hans-Ulrich Engel**, German citizen, resident in Grünstadt, Germany. Dr. Hans-Ulrich Engel is a lawyer and member of BASF SE's board of executive directors;
- **Hans-Walther Reiners**, German citizen, resident in Speyer, Germany. Hans-Walther Reiners is a business graduate and President Performance Chemicals of BASF SE;
- **Dr. Jörg Buchmüller**, German citizen, resident in Lamsheim, Germany. Dr. Jörg Buchmüller is a lawyer and President Legal, Taxes & Insurance and General Counsel of BASF SE.

Comments

All members of the Board of Directors have resigned subject to the condition precedent and effective as of the date of settlement of the BASF Offer. The BASF Offer is subject to the condition, inter alia, that the individuals designated by BASF be elected to the Board of Directors. This election by the shareholders' meeting is subject to the condition that the BASF Offer be settled.

The elections at the shareholders' meeting will be held separately for each candidate.

Basel, November 3, 2008

For the Board of Directors



Dr. Armin Meyer
Chairman of the Board

Organizational remarks

Shares tendered into the BASF Offer

Shareholders who have tendered their shares into the BASF Offer and who have granted power of attorney to the independent proxy receive this invitation for information purposes only. They will receive no order form or return envelope, as their voting rights will be exercised at the Extraordinary Meeting of Shareholders by the independent proxy in accordance with the instructions given. Shareholders who have any questions are invited to contact the share register (SAG, SIS Aktienregister AG, phone during business hours: +41 62 311 61 78).

Admission cards

After returning the enclosed order form, the registered shareholders will receive an admission card, which will be posted between November 14 and November 28, 2008. Early return of the order form will facilitate the preparations for the Meeting.

Voting rights

Shareholders of the Company registered with voting rights in the shareholders' register on November 28, 2008, are entitled to vote. Final registrations in the shareholders' register will be completed on November 27, 2008.

If after the admission card is distributed, additional shares with voting rights are registered in the share register or such shares are sold, shareholders are kindly requested to have the admission card corrected at the share register desk at the Meeting of Shareholders. Shareholders who sell shares reflected on the admission card no longer have voting rights for these shares.

Proxies

According to the Articles of Association of the Company, a shareholder may grant a proxy for the Extraordinary Meeting of Shareholders to

- his/her legal representative,
- another shareholder who is entitled to vote,
- the Company (Ciba Holding Inc.),
- a depository, or
- Mr. Fred M. Wagner, Attorney, Steinenvorstadt 51, CH-4501 Basel, the independent proxy.

To grant a power of attorney to the Company, the independent proxy, a depository or another shareholder who is entitled to vote, the application form (section *power of attorney*) should be used. Instructions for the independent proxy can be given on the reverse side of the attached order form.

In the absence of specific instructions to the contrary, the voting rights will be exercised in accordance with the proposals of the Board of Directors. Instructions shall apply also to shares registered with voting rights in the share register after the proxy has been given.

Depositaries

Banks that are subject to the Swiss Federal Act on Banks and Savings Banks and professional asset managers are requested to inform the Share Register (SAS SIS Aktienregister AG, fax +41 62 311 61 95) of the number of shares they represent as soon as possible and no later than the day preceding the Meeting of Shareholders.

Early departure

To allow for correct counting of the number of shares represented, any shareholders leaving before the end of the Meeting of Shareholders are requested to return the electronic voting device.

Snacks

After the Meeting of Shareholders, shareholders are invited for snacks and drinks at the Congress Center Basel.

Transportation

The ticket sent with the admission card entitles shareholders to free transportation within the network of the Basler Verkehrsbetriebe (BVB) and Baselland Transport (BLT) to and from the Congress Center Basel. The ticket must be presented upon request. Parking is available in "Parkhaus Messe Basel". At the validation desk, the parking ticket can be exchanged for a free exit ticket.