Cautionary Statements Regarding Forward-Looking Information

This presentation may contain forward-looking statements based on current assumptions and forecasts made by Bayer management.

Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. These factors include those discussed in Bayer’s public reports which are available on the Bayer website at http://www.bayer.com/.

The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.
A Global Leader in Health and Nutrition

We leverage science to address urgent societal needs – with the ultimate vision Health for all, hunger for none

Science For A Better Life

Our Core Businesses Create Substantial Value

Crop Science
- Solid performance in challenging environment, substantial increase in earnings due to acquired business
- Integration and synergy realization ahead of target

Pharmaceuticals
- Continued growth and franchise development

Consumer Health
- Sales growth - earnings at prior-year level despite divestments

Address Megatrends through 2050
- Aging population
- Growing population
- Pressure on ecosystems

2022 Efficiency Growth Targets
- Overall contribution target of ~€2.6bn by 2022
- Implementation well on track

Portfolio Measures
- Coppertone, Derma Rx, Dr. Scholl’s and Currenta divestments closed
- Sale of Animal Health signed
- Acquired BlueRock Therapeutics

We Are a Major Global Player

87 Countries
104k Employees
87
104k

€43.5bn
€11.5bn

Sales
EBITDA

€43.5bn
€11.5bn

Before special items

€5.3bn
€4.2bn

R&D Investments
Free cash flow*

Expense ratio of 12% with regards to sales

Source: Annual Report 2019
* From continuing and discontinued operations
Demonstrated Responsiveness to Shareholder Feedback

Significant actions taken since 2019 AGM, including in response to shareholder input

In 2019, we reached out to more than 500 shareholders representing almost 60% of outstanding shares. Held meetings on governance topics with the Chairman of the Supervisory Board and our top 25 active shareholders.

<table>
<thead>
<tr>
<th>Responsible Board</th>
<th>Topics Discussed with Shareholders</th>
<th>Actions Taken</th>
</tr>
</thead>
</table>
| Management        | Business Strategy                 | ✓ Continued to execute on plans to realign business portfolio, including divesting Animal Health, 60% stake in Currenta, Copperstone, and Dr. Scholl’s.  
 ✓ Significant focus on investment in research and development |
|                   | Sustainability                     | ✓ Announced new sustainability targets for 2030 |
| Supervisory       | Risk Oversight & Glyphosate Litigation | ✓ Announced intent to publish (1) a voluntary audit to review M&A due diligence processes, (2) the legal assessment of the Board of Management’s duties in relation to the Monsanto transaction, and (3) an independent review of the legal opinions the Board of Management obtained on potential glyphosate litigation risks.  
 ✓ Established Glyphosate Litigation Committee comprised of 8 Supervisory Board members.  
 ✓ Appointed John H. Beisner as legal advisor to Supervisory Board and Committee  
 ✓ Endorsed the appointment of Ken Feinberg as mediator |
|                   | Board & Management Leadership      | ✓ Announced Prof. Dr. Norbert Winkeljohann will succeed Werner Wenning as Chairman and Mr. Wenning will retire effective at the AGM.  
 ✓ Adding Horst Baier, who will bring expertise in accounting and human capital management, to the Supervisory Board at the AGM.  
 ✓ Added Ertharin Cousin, who brings expertise in nutrition and agriculture, to the Supervisory Board in Nov. 2019.  
 ✓ Reduced the Board of Management from 7 to 5 members.  
 ✓ Board skills matrix included in the 2019 Annual Report |
|                   | Remuneration                       | ✓ Redesigned the Board of Management remuneration program to reduce complexity and improve alignment to strategy.  
 ✓ Included an sustainability component to the plan beginning 2020.  
 ✓ Introduced free cashflow as metric in short-term plan to focus on liquidity and ROCE to long-term plan to focus on capital performance, beginning 2020.  
 ✓ Enhanced malus/clawback clause for all variable pay elements |
Overview of Governance System and Board Skills

Supervisory Board
(Control level)
- Oversees and advises Board of Management
- Directly involved in decisions on matters of fundamental importance to the company
- Significant reservations of approval
- Involvement in discussion and approval of Group strategy
- Responsible for the remuneration system of the Board of Management
- Comprises 50% stockholder (10) and 50% (10) employee representatives

Achieved our composition targets, including gender, age, international expertise, and skills, ensuring we have a balanced and diverse Supervisory Board

Balanced Skills Among Supervisory Board Members (Shareholder)

Agriculture / Food
Controlling / Risk Management
Digital
Finance
Governance / Compliance
Healthcare
Human Resources
International Business Experience
Research & Development
Sustainability

Gender Structure
40% Female for Shareholder Representatives
30% Female for Employee Representatives

Age Range
49-73
relatively equal distribution

Board of Management
(Executive level)
- Develops and executes group strategy
- Operates the company within frame set by supervisory board
- Full operational accountability

Achieved our composition targets, including gender, age, international expertise, and skills, ensuring we have a balanced and diverse Supervisory Board

Strengthened Board of Management as a result of robust refreshment with 3 new members in the last 2 years

Werner Baumann
CEO & Chairman
- CEO & Chairman at Bayer since 2016
- Former Chief Strategy and Portfolio Officer and former CFO of Bayer

Wolfgang Nickl
Finance
- Chief Financial Officer at Bayer since 2018
- Former Executive VP and CFO of Western Digital and ASML

Stefan Oelrich
Pharmaceuticals
- Head of the Pharmaceuticals Division at Bayer since 2018
- Former Executive VP, Diabetes & Cardiovascular, of Sanofi

Heiko Schnipper
Consumer Health
- President of the Consumer Health Division at Bayer since 2018
- Former CEO of Nestle Nutrition and a member of the Nestle Group Executive Board

Liam Condon
Crop Science
- President of the Crop Science Division at Bayer since 2012
- Former Head of Bayer Healthcare for Germany

1 Based on 2019 Annual Report and does not reflect the recent announcement on Werner Wenning’s retirement and Horst Baier joining the Supervisory Board.
20 Members of the Supervisory Board…

50% of representatives elected by stockholders, 50% elected by employees*

<table>
<thead>
<tr>
<th>Shareholder Representatives</th>
<th>Employee Representatives</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Former Chairman</strong>&lt;br&gt;(Oct. 2012)&lt;br&gt;Werner Wenning</td>
<td><strong>Vice Chairman</strong>&lt;br&gt;(Jul. 2015)&lt;br&gt;Oliver Zühlke</td>
</tr>
</tbody>
</table>
| (Apr. 2002)  
Dr. Paul Achleitner | (Apr. 2017)  
Dr. Thomas Elsner |
| **New Director**<br>(Oct. 2019)<br>Estherin Cousin | (Apr. 2012)  
Petra Reinbold-Knape |
| (Oct. 2019)  
Estherin Cousin | (Dec. 2019)  
Robert Gundlach |
| **New Director**<br>(Apr. 2020)<br>Horst Baier | (Oct. 2017)  
Sabine Schaab |
| (Apr. 2020)  
Horst Baier | (Oct. 2017)  
Sabine Schaab |
| **New Director**<br>(Oct. 2014)<br>Prof. Dr. Rolf D. Wiestler | (Apr. 2012)  
Michael Schmidt-Kiedling |
| (Apr. 2016)  
Prof. Dr. Wolfgang Pilschke | (Apr. 2012)  
Michael Schmidt-Kiedling |
| **Former Chairman**<br>(Oct. 2012)<br>Werner Wenning | (Oct. 2017)  
Sabine Schaab |
| (Apr. 2014)  
Dr. rer. nat. Simone Bajel-Trab | (Oct. 2017)  
Sabine Schaab |
| **New Chairman**<br>(May 2018)<br>Prof. Dr. Winkeljohann | (Apr. 2017)  
Dr. Norbert W. Bischofberger |
| (Apr. 2017)  
Prof. Dr. Winkeljohann | (May 2018)  
Patricia R. Keating |
| **New Director**<br>(Apr. 2016)<br>Johanna W. (Hanneke) Faber | (Oct. 2017)  
Sabine Schaab |
| (Oct. 2016)  
Sabine Schaab |
| **New Director**<br>(Apr. 2017)<br>Colleen A. Goggins | (Oct. 2017)  
Sabine Schaab |
| (Apr. 2017)  
Colleen A. Goggins | (Oct. 2017)  
Sabine Schaab |

*In accordance with German Codetermination Act
(Date) indicates when the member joined the Board
Committee Responsibilities and Board Review Processes

Our robust review processes ensure that our Supervisory Board and its committees are operating efficiently.

### Supervisory Board Risk Oversight Focus Areas

<table>
<thead>
<tr>
<th>Committee</th>
<th>Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Presidial Committee</td>
<td>Possess certain decision making powers in connection with capital measures, such as the power to make editorial amendments to the Articles of Incorporation</td>
</tr>
<tr>
<td>Audit Committee</td>
<td>Oversight of accounting, financial reporting, internal control system development, as well as risk management and audit systems</td>
</tr>
<tr>
<td>Human Resources Committee</td>
<td>Prepares the personnel decisions of the full Supervisory Board</td>
</tr>
<tr>
<td>Nominations Committee</td>
<td>Discusses the long-term succession planning for the Board of Management</td>
</tr>
<tr>
<td>Innovation Committee</td>
<td>Suggests suitable candidates for the Supervisory Board based on skills, experience, &amp; diversity</td>
</tr>
<tr>
<td>Glyphosate Litigation Committee</td>
<td>Concerned with innovation management, strategy for the protection of intellectual property, and major R&amp;D programs</td>
</tr>
</tbody>
</table>

### Glyphosate Litigation Committee

- Monitors glyphosate litigation, makes recommendations on the litigation strategy
- Advises, with the aid of legal advisor John H. Beisner who is a US lawyer and expert in product liability litigation

### Board Review Processes: Ensuring Efficiency

1. **Internal Review**
   - Performed every two years
   - In line with German Corporate Governance Code
   - Written survey conducted among all members as self evaluation
   - Chairman conducts bilateral meetings with each member
   - Results discussed with the Supervisory Board
   - Next internal review will be conducted in 2020

2. **External Efficiency Review**
   - Conducted by an external appraiser in 2018
   - Performed detailed interviews with each member
   - Findings presented to Supervisory Board
   - Members received individual feedback compiled by appraiser (voluntary basis)
   - Presidial Committee consulted on appropriate measures
   - External reviews will be conducted on a periodic basis

* Newly established as an ad-hoc committee in June 2019
### Redesigned Board of Management’s Remuneration

#### Current Remuneration Structure

<table>
<thead>
<tr>
<th>Pension Scheme</th>
</tr>
</thead>
<tbody>
<tr>
<td>Defined benefit scheme (for IAS purposes)</td>
</tr>
<tr>
<td>Annual contributions converted into annual pension unit</td>
</tr>
<tr>
<td>Matching contribution</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Long-term Incentive (LTI)</th>
</tr>
</thead>
<tbody>
<tr>
<td>4 year performance period (Cap: 250%)</td>
</tr>
<tr>
<td>100%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Short-term Incentive (STI)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance (Cap: 200%)</td>
</tr>
<tr>
<td>33%</td>
</tr>
<tr>
<td>Core EPS (group level)</td>
</tr>
<tr>
<td>33%</td>
</tr>
<tr>
<td>Team and individual targets (individual level)</td>
</tr>
<tr>
<td>33%</td>
</tr>
<tr>
<td>EBITDA / Sales Growth (70%) and qualitative targets (30%) (division level)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Base Salary (BS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Share Ownership Guidelines</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEO: 75% of base salary</td>
</tr>
<tr>
<td>OBM: 75% of base salary</td>
</tr>
<tr>
<td>Shareholding during service period</td>
</tr>
</tbody>
</table>

### New Remuneration Structure

<table>
<thead>
<tr>
<th>Pension Scheme</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed annual amount as pension substitute</td>
</tr>
<tr>
<td>Granted as lump-sum for pension purposes</td>
</tr>
<tr>
<td>Applies to new hires to the Board of Management</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Long-term Incentive (LTI)</th>
</tr>
</thead>
<tbody>
<tr>
<td>4 year performance period (Cap: 250%)¹</td>
</tr>
<tr>
<td>40%</td>
</tr>
<tr>
<td>Relative TSR²</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Short-term Incentive (STI)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Financial Performance (Cap: 200%)</td>
</tr>
<tr>
<td>33%</td>
</tr>
<tr>
<td>Core EPS (group level)</td>
</tr>
<tr>
<td>33%</td>
</tr>
<tr>
<td>Free Cashflow (group level)</td>
</tr>
<tr>
<td>33%</td>
</tr>
<tr>
<td>EBITDA / Sales Growth (division level)</td>
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<tr>
<td>CEO: 200% of base salary</td>
</tr>
<tr>
<td>OBM: 100% of base salary</td>
</tr>
<tr>
<td>Shareholding during service period plus two years</td>
</tr>
</tbody>
</table>

Maximum total annual compensation is €12 million for the Chairman of the Board of Management and €7.5 million for all other Board of Management members.

¹ The metric weightings are 50%/50%/0% respectively for 2020, shifting to 40%/40%/20% for 2021; ² Comparison with EURO STOXX® 50 TR
Objectives and Guiding Principles for the Redesign

Redesign Objectives

- Reflect Bayer’s **long-term strategy** for sustainable corporate success
- Strong **Pay-for-Performance** alignment and high long-term orientation
- Strong alignment with **shareholders’ interests** and reflection of **stakeholder targets**
- **Intuitive**, simple and easy to understand remuneration system and **transparent disclosure**
- Integration of “state-of-the-art” elements (**Malus** / **Clawback** / **SOG**)

Notable Changes

- New targets linked to Sustainability, Free Cashflow, and ROCE
- Higher weighting of financial KPIs
- Increased share ownership guidelines
  - Cap on individual components and maximum total compensation
- Decoupled LTI grant from STI and ex-post disclosure of performance curves and target achievements
- Introduced performance and compliance **malus & clawback**

The remuneration system is in compliance with regulatory requirements, highly consistent across senior management, and appropriately benchmarked against competitors and the broader market.
### Our Commitment to Best in Class Sustainability Practices

Challenging our limits to sustainability with the introduction of an external Sustainability Council in 2020

#### External Sustainability Council

<table>
<thead>
<tr>
<th><strong>Composition</strong></th>
<th><strong>Organization</strong></th>
<th><strong>Core Roles</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>// Will comprise highly renowned experts from relevant fields such as health, nutrition, and agriculture</td>
<td>// CEO as permanent member; open access for all Board members</td>
<td>// Input on strategic shifts in sustainability</td>
</tr>
<tr>
<td>// Balanced representation through diversity of thought and geography</td>
<td>// ~2 meetings per year with additional individual counselling</td>
<td>// Review R&amp;D contributions to sustainability and target achievements</td>
</tr>
</tbody>
</table>

#### Building on our tradition as a stakeholder oriented organization

<table>
<thead>
<tr>
<th>Environment</th>
<th>Social</th>
<th>Governance</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Environmental Footprint</strong></td>
<td><strong>Access to Health and Nutrition</strong></td>
<td><strong>Ethical &amp; Responsible Principles</strong></td>
</tr>
<tr>
<td>// Our Commitments: Significantly reduce environmental footprint &amp; preserve biodiversity</td>
<td>// Our Commitments: Enhance widespread access to medicines &amp; sustainable farming methods, empowering women in the process</td>
<td>// Our Commitments: Uphold the highest ethical &amp; responsibility standards</td>
</tr>
<tr>
<td>// Examples of Initiatives: Increase sustainable intensification, biodiversity-enhancing carbon capture &amp; reduce environmental impact from our chemistry</td>
<td>// Examples of Initiatives: Give women access to contraceptives in low and middle income countries &amp; include smallholder farmer needs in R&amp;D and portfolio management focus</td>
<td>// Examples of Initiatives: Supervisory Board and Sustainability Council consult experts on strategy/innovation; sustainability targets; sustainability screened in risk management</td>
</tr>
</tbody>
</table>
Measurable 2030 Group Targets Driving Sustainable Development

Our Announced Sustainability Targets Aim to Help More People Thrive Within Planetary Boundaries

Our ambition is to generate a positive sustainable impact for society and the environment through our business operations.

**Support 100m smallholder farmers** in low- and middle-income countries (LMIC) furthering our vision of “health for all, hunger for none”

**Provide 100m women** in low- and middle-income countries with access to modern contraception

**Expand access to everyday health for 100m people** in underserved communities around the world

Making our own operations carbon neutral and working with our suppliers to reduce emissions across our value chain

Help more people thrive

Decrease environmental footprint

Our targets are in sync with the UN Sustainable Development Goals

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1 A farmer who farms crops on less than 10 ha (FAO definition)