

Surname, First name \_\_\_\_\_

**Bayer AG DE 000 BAY 0017**

Street, Number \_\_\_\_\_

**Date of Stockholders' Meeting: April 28, 2020**

Zip Code, City \_\_\_\_\_

**Shareholder number: \_\_\_\_\_**



Attendance form

Proxy Card

Postal vote

Power of attorney and instructions

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## PROXY CARD IN THE NAME OF THE PROXY HOLDER DESIGNATED BELOW

### Proxy card for the proxy holder

I / We hereby authorize this person to represent me / us at the Virtual Stockholders' Meeting of Bayer AG and to exercise all rights relating to the meeting. He / She has the right to issue sub-proxies to third parties.

Votes can be cast by means of the proxy card to be sent by regular mail to the proxy holder.

The proxy holder can send the proxy card by regular mail (to be received by April 27, 2020) to Bayer AG, Aktionärservice, Postfach 1460, 61365 Friedrichsdorf, Germany. Alternatively, the proxy card can be sent by email to [bayer.hv@linkmarketservices.de](mailto:bayer.hv@linkmarketservices.de) or by fax to +49 69 2222 34280 until April 28, 2020 – up to the time when the chairman of the meeting has announced that voting on the agenda items will soon be concluded.

#### Proxy holder

\_\_\_\_\_  
Surname First name

\_\_\_\_\_  
Street, Number Zip Code City

OR  
2

## POSTAL VOTE

Please send your completed ballot in the attached business reply envelope to reach us by the **deadline of April 21, 2020**.

I / We wish to **register** my / our **share portfolio** and vote on **all items of the agenda in accordance with the proposals of the Board of Management and / or the Supervisory Board**.

I / We wish to **register** my / our **share portfolio** and vote on **each item of the agenda as indicated overleaf**.

(see items checked on the reverse side) →

OR  
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## POWER OF ATTORNEY AND INSTRUCTIONS

The voting rights must be exercised in accordance with legal requirements and the Articles of Association pursuant to the power of attorney and instructions below.

### 3a Power of attorney and instructions to the company proxies of Bayer AG

To **register your stock portfolio**, please return the power of attorney and instructions to us by **April 21, 2020 (deadline for receipt)**. You may use the enclosed return envelope for this purpose.

I / We hereby grant power of attorney to Ms. Claudia Linder, Leverkusen and to Dr. Stephan Semrau, Leverkusen, each individually and with the right to grant subpowers of attorney, and instruct them to vote **for management proposals on all agenda items**. In this case, instructions on the reverse may be disregarded.

I / We hereby grant power of attorney to Ms. Claudia Linder, Leverkusen and to Dr. Stephan Semrau, Leverkusen, each individually and with the right to grant subpowers of attorney, and instruct them to vote **in accordance with the individual instructions (overleaf)**.

(see items checked on the reverse side) →

### 3b Power of attorney and instructions to a bank/association of shareholders/other intermediary

We ask our Stockholders to inquire as to whether to a bank/association of shareholders/other intermediary agrees to exercise their voting rights **before** transferring these rights. Please send this power of attorney to the bank/association of shareholders/other intermediary of your choice allowing enough time for them to register with us by **April 21, 2020 (deadline for receipt)**. The enclosed return envelope cannot be used in such cases.

I / We hereby grant power of attorney to the following bank/association of shareholders/other intermediary and instruct it to vote **for management proposals on all agenda items**.

I / We hereby grant power of attorney to the following bank/association of shareholders/other intermediary and instruct it to vote **in accordance with its voting proposals or where required the individual instructions (overleaf)**.

(see items checked on the reverse side) →

\_\_\_\_\_  
Name and address of bank / stockholders' association / other intermediary

I / We hereby issue a proxy to the aforementioned person / institution to exercise my / our voting rights according to my / our instructions. This proxy relates to all rights pertaining to the Annual Stockholders' Meeting and includes the right to issue sub-proxies. This proxy form must be completed in full and may not contain any other declarations.

\_\_\_\_\_  
Place, date

\_\_\_\_\_  
Signature or final declaration (optional)

Surname, First name \_\_\_\_\_

**Bayer AG DE 000 BAY 0017**

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## VOTING INSTRUCTIONS

Please make your selection by entering an »X« in the appropriate box. Check the "Yes" box if you wish to vote in favor of the motion and the "No" box if you wish to vote against it. If you do not make a selection or check the "Abstain" box, your instruction will be considered as an abstention. If you check more than one box, your selection will be deemed invalid.



Please enter the "X" entirely within the box using a black or blue pen.

## AGENDA ITEMS

For the complete version of the agenda, please see the enclosed printed Notice of the Annual Stockholders' Meeting.

	YES	NO	ABSTAIN
1. Distribution of the profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of the actions of the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the actions of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Supervisory Board elections			
a) Ertharin Cousin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Prof. Dr. med. Dr. h.c. mult. Otmar D. Wiestler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Horst Baier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Compensation system for the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Compensation of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendment of Articles - Supervisory Board members' term	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of the Auditor (full-year, half-year and Q3 2020; Q1 2021)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>