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**Bayer AG, Annual Stockholders' Meeting on May 27, 2015 in Cologne  
Counter motion of stockholder [REDACTED] to item 5**

**Section 2, Paragraph 1 of the Articles of Incorporation shall be worded as follows:**

**"The Object of the Company is manufacturing, marketing and other industrial activities or the provision of services in the fields of health care, environmental protection and agriculture. The Company may also perform these activities in the fields of polymers and chemicals."**

**Reasoning:**

**The future focus of the Bayer Group on the Life Science businesses of HealthCare and CropScience makes it necessary and expedient, especially against the backdrop of the imminent separation of MaterialScience, to take sustainable account of environmental protection.**

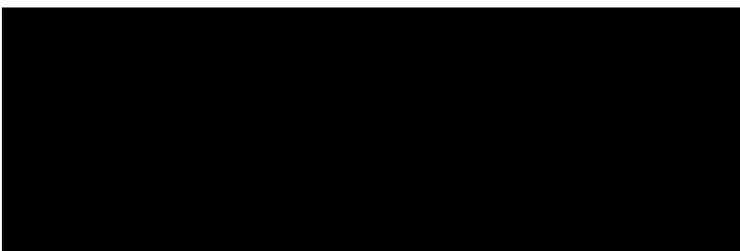
**In view of changing economic circumstances HealthCare and CropScience are dependent on sustainable development. Business activity must be sustainable and environmentally compatible.**

**In this context, the pesticides endangering bees containing the harmful neurotoxin thiacloprid (e.g. "Calypso Schädlingsfrei" and "Lizetan Zierpflanzenspray"), which only have a relatively low share of sales in the Bayer Group, should be removed from the market immediately.**

**The legal action brought before the European Court of Justice regarding the neonicotinoid active ingredients clothianidin, thiomethoxam and imidacloprid banned by the European Commission should be withdrawn.**

**For bees, orientation ability and – nicotine-free – communication are essential for survival. Besides, we do not want to have pesticide residue in honey.**

**Thank you!**



# Coalition against BAYER Dangers

For environmental protection and secure jobs at BAYER - worldwide!

[REDACTED]  
Bayer Aktiengesellschaft  
Building Q 26 (Legal Department)  
Kaiser-Wilhelm-Allee 20  
51373 Leverkusen, Germany

April 29, 2015

## Annual Stockholders' Meeting on May 27, 2015

We hereby notify you that we will oppose the proposals of the Board of Management and the Supervisory Board as regards Items 2 and 3 of the Agenda, and will induce the other stockholders to vote in favor of the following counter-motion.

### Counter-motion to Item 2: The actions of the members of the Board of Management are not ratified

**Former BAYER General Director Carl Duisberg shared responsibility in the First World War for the use of poison gas and the deportation of civilians for forced labor. The cities of Dortmund and Lüdenscheid have therefore now rededicated streets previously named after him. In contrast, the BAYER Board of Management is sticking stubbornly to Duisberg's tarnished inheritance.**

On November 26, 2014, the decision was taken in Dortmund to rename the street called "Carl-Duisberg-Straße." By way of explanation, the following statement was issued by the Dortmund historical archives: "*Duisberg was one of the leading German industrialists, who, during the War, organized the deportation of Belgian civilians to Germany for forced labor – which was even then already illegal under international martial law. (... ) As a patriarch, he disapproved of trade unions up to his death. From the very beginning, he had opposed the Weimar democracy.*" Duisberg's support of the antisemitic "Pan-German League" is also mentioned in the statement.

On December 8, the city council of Lüdenscheid followed suit and decided to rename the street called "Duisbergweg." In a statement, the Lüdenscheid historical archives wrote: "*During the First World War, under Duisberg's chairmanship, poison gas was produced at Bayer for combat use. Waste products from the chemical industry, which was battling with economic difficulties, served as the raw materials. In Leverkusen, this included phosgene, a gas that has dreadful effects.*" In Wuppertal, Dormagen, Krefeld, Bonn and Frankfurt, too, initiatives to rename streets named after Duisberg are ongoing.

[REDACTED]

At the end of the 19th century, Carl Duisberg had already been marketing heroin as an apparently "harmless cough remedy." When scientists denounced the addictive potential of the product, he said one ought to "muzzle the opponents." Although the risk of addiction quickly became obvious, BAYER continued to sell heroin over a period of several decades.

In the First World War, Carl Duisberg complained to General Hindenburg and General Ludendorff about the shortage of laborers. With the exhortation "Open up that big reservoir of people that is Belgium," he called for the forcible enlistment of Belgian workers. The German War Ministry accepted Duisberg's proposal and had tens of thousands of Belgians deported in 1916. Several thousand died.

At the same time, Carl Duisberg together with Fritz Haber developed poison gases such as green cross and mustard gas, tested them for the first time on the front line, and vehemently demanded their deployment. In a letter to the Supreme Army Command, Duisberg wrote: "This carbonic dichloride is the cruelest thing I know. ( ... ) But the only real place where one can nowadays try out something like this is on the front line, and there is not likely to be such a good opportunity again very soon. ( ... ) I can therefore only urgently recommend once again that you do not allow the opportunity presented by this war to pass by without also testing hex-grenades."

Under Duisberg's management, BAYER also became the biggest German producer of explosives. Without the supplies from the chemical industry, the War would have ended after a few months due to a lack of ammunition.

In 1917, Duisberg became a member of the extreme right-wing *German Fatherland Party*. He also became a member of the Board of the "Independent Committee for German Peace," a founding of the anti-semitic "*Pan-German League*." Duisberg called for the annexation of the occupied regions in Belgium and northern France and, a little later, "German living space" in Poland and Russia. Duisberg had excellent contacts with the Supreme Army Command and involved himself aggressively in the planning of the war aims. He also pushed for unrestricted submarine war and successfully campaigned for the removal of the (apparently too lenient) Chancellor Bethmann-Hollweg.

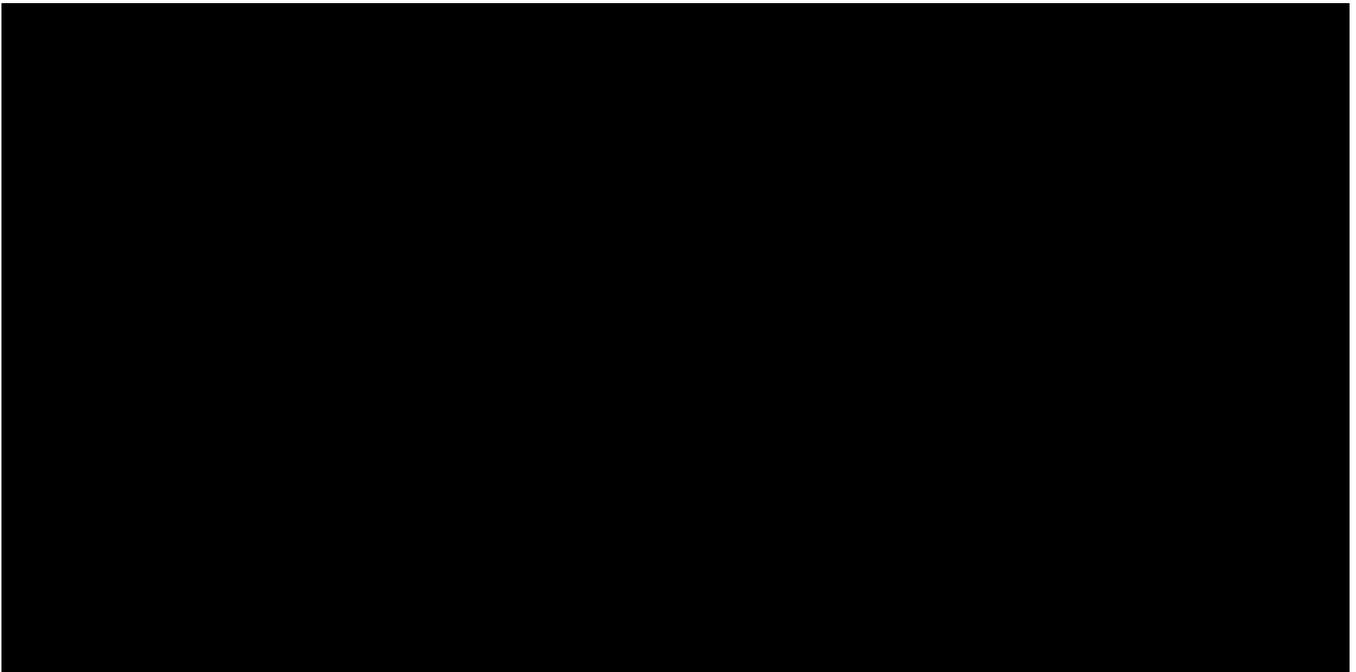
Duisberg adopted a negative attitude to the Weimar Republic from the very beginning. Duisberg organized donations to nationalistic parties, also – from 1930 at the latest – to the NSDAP. In 1931, Duisberg, who had since become Chairman of the Supervisory Board of IG FARBEN, announced: "The German people are constantly calling for a leader to free them from their unbearable situation. Should a man come along who has proved that he has no inhibitions, then this man must be supported at all costs."

In return for its vast donations, I.G. Farben received sales guarantees from the National Socialists for synthetic fuel and rubber. No other company subsequently collaborated so closely with the Third Reich. When he went into retirement, Carl Duisberg rejoiced: "I'm looking forward to my twilight years under our leader Adolf Hitler."

**Even now, BAYER denies Carl Duisberg's share of responsibility for the War and the dictatorship. The actions of the members of the Board therefore should not be ratified. For more information visit [www.CBGnetwork.org](http://www.CBGnetwork.org)**

We request notification of this counter motion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG). The stockholders are asked to transfer their voting rights to the *Coalition against BAYER Dangers*.

On behalf of the Executive Committee of the *Coalition against BAYER Dangers*





Bayer Aktiengesellschaft  
Building Q 26 (Legal Department)  
51368 Leverkusen

## **Annual Stockholders' Meeting on May 27, 2015**

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Items 2 and 3 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following counter motions.

### **Counter motion to Item 2: The actions of the members of the Board of Management are not ratified**

**The reason: With its repurposing to convey carbon monoxide, the old CO<sub>2</sub> pipeline from Dormagen to Leverkusen threatens lives**

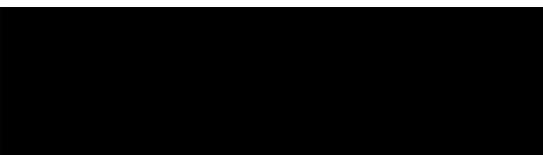
For more than 12 years Bayer AG has operated a 10-km-long pipeline that conveys carbon monoxide (CO), which is imperceptible and highly toxic. The pipes are almost 50 years old and in part dangerously corroded at more than 200 points, according to the reply from the Cologne district authority dated March 7, 2014. A munitions investigation in the pipeline area has never been performed although bombs from the Second World War have been found on several occasions in the north of Cologne in the Riehl district.

A qualified risk scenario with a dispersion calculation is lacking. A residential area and kindergartens are in some cases less than 100 m away and many people may go on a walk close to the pipeline.

Inhalation of only 30 ml CO causes healthy adults to become unconscious and thus unable to escape, while a child can die on inhaling this small amount. The leakage warning system is not triggered until more than 210,000 l CO/h is released and is therefore completely unsuitable. Before a leakage alarm is sounded at the Bayer Safety and Security Control Center, around 105,000 l CO have already been discharged over the course of half an hour. Life-threatening symptoms already occur after 3 minutes. A rupture in the pipeline can thus lead to hundreds or thousands of fatalities and individuals with life-long brain damage.

This is an unacceptable risk for residents and other people who spend time near the pipeline. In our community that is rightly proud of the successes of the chemical industry, it is irresponsible to put the interests of profit before the common good and curtail citizens' rights to freedom from bodily harm (Art 2 GG).

**I shall not ratify the actions of the Board of Management until the CO pipeline is closed.**



[REDACTED]

[REDACTED]

Bayer Aktiengesellschaft  
Building Q 26 (Legal Department)  
Kaiser-Wilhelm-Allee  
51368 Leverkusen

## **Annual Stockholders' Meeting on May 27, 2015**

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Items 2 and 3 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following counter motions.

### **Counter motion to Item 2: The actions of the members of the Board of Management are not ratified**

**The reason: Huge amounts of plastic waste find their way into the oceans – with disastrous consequences for humans, animals and the environment. As one of the largest producers of plastic, BAYER shares responsibility for this crime against the environment. Therefore, the actions of the Board of Management are not to be ratified.**

Twenty million tons of plastic end up in the oceans every year. More than 5 trillion fragments of plastic are already floating around in the oceans. In the Pacific alone, there is a garbage patch covering 3.4 million square kilometers, making it larger than India. In some places there is more plastic in the water than plankton. Because most plastics do not degrade to any material extent by natural means, they endanger the environment for centuries.

This has fatal consequences for flora and fauna. The wind and waves wear the plastic down into small fragments, which are consumed by microorganisms, fish and marine mammals. Seals, sea birds and dolphins die a miserable death. In Spain, for instance, a dead sperm whale was washed ashore with 30 square meters of plastic film, four and a half meters of tubing, a length of line, various bags and a clothes hanger in its stomach.

Small organisms such as zooplankton also consume microplastics. In this way, the material finds its way into the marine food chain, and ultimately, through fishing, into human food.



## Countermotion to Item 3: The actions of the members of the Supervisory Board are not ratified

**The MS drug BETAFERON generates sales of just under a billion euros, making it one of the most profitable medicines produced by the company BAYER. However, independent studies show that the drug is of little beneficial use. BAYER refuses to disclose all benefits it grants for doctors, specialist associations and self-help groups. Therefore, the actions of the Supervisory Board are not to be ratified.**

The administration of interferons is often associated with severe side effects, including kidney problems (sometimes fatal), fever, muscle pain and depression. According to the *German Federal Institute for Drugs and Medical Devices (BfArM)*, kidney damage can arise even years after the injections. Nonetheless, the majority of MS sufferers are pressured into therapy using BETAFERON or other interferons. However, independent studies show that the treatment brings only minor benefit. For example, the *Cochrane Collaboration*, an independent network of doctors, scientists and patient representatives, analyzed 44 studies and concluded that "*the cost/benefit relationship may be unfavorable*".

Interferons are able to prevent a relapse in only 16 percent of those who have been newly diagnosed with the disease. In five out of six patients, they show no effect of any kind. In the case of chronic, relapsing-remitting MS, these drugs help in only 14 percent of cases. The University Medical Center Hamburg-Eppendorf therefore comes to the conclusion that "*notions of the effect of interferons are based on assumptions*". According to the doctors in Hamburg, the drugs have no benefit of any kind in the case of multiple sclerosis which manifests from the onset without remission and relapse.

Many of those affected come to a similar conclusion. Within four years, 46 percent cease treatment with BETAFERON or other interferons. BAYER therefore tries to keep patients at it with a BETAPLUS program.

The medical journal *The Lancet* has also published a study into the effectiveness of interferons. In this, all randomized, placebo-controlled studies on relapsing-remitting MS underwent a precise evaluation. The authors come to the conclusion that the results are massaged by the large number of dropouts which are not taken into account in the analysis by the interferon studies. They conclude, therefore, that wide use of interferons cannot be justified. The meta-study comes to the conclusion that it "*is a devastating development if the pharmaceutical companies involved are able to influence the analysis or prevent the publication of inconvenient results*".

The long duration of treatment makes the segment particularly lucrative. Annual treatment costs per patient are between €15,000 and €20,000. This generates huge costs for health insurance schemes: according to the latest medicines report from the Barmer GEK health insurance provider, MS drugs are one of the major cost factors in medicines expenditure. The production of interferon drugs was originally very costly, which led to high drug prices. This price level remained the benchmark for all subsequent MS drugs, despite the fact that production costs have now fallen significantly.

BAYER no longer even produces the drug itself: in 2011 the Group closed a plant in Emeryville in the United States, destroyed 540 jobs and concluded a supply agreement with BOEHRINGER.

At the same time, BAYER has established the best of terms with doctors and specialist medical associations. For instance, 21 out of the 24 doctors who drew up



the treatment guidelines for MS were already on the industry payroll. Benefits flowed for research projects as well as for presentations, advisory activity or work providing expert opinion. BAYER also binds MS self-help groups to itself through donations. It is on best terms, too, with the *Deutsche Multiple Sklerose Gesellschaft* (DMSG) thanks to extensive investments. For example, in 2013 BAYER paid more than 55,000 euros to the DMSG. BAYER can rely in particular on the chairman of the DMSG's medical advisory committee (Ärztlicher Beirat), Professor Reinhard Hohlfeld: Professor Hohlfeld has worked as a scientific advisor to BAYER and has received several lots of research funding. Professor Hohlfeld was involved in formulating the treatment guidelines and is co-editor of a number of specialist MS journals. His fellow DMSG medical advisory committee management board members Ralf Gold, Peter Rieckmann and Heinz Wiendl are also pretty much best friends with BAYER and co-authors of the guidelines. It is therefore not surprising that the DMSG only certifies MS centers that follow the guidelines, and remains loyal to interferons.

Back in 2006, the medical expert Dr. Wolfgang Weihe complained in the *Deutsches Ärzteblatt* medical magazine about the close links which the DMSG and the authors of the guidelines have with the industry, and expressed doubt as to the impartiality of their preference for interferons. The empire struck back immediately: the DMSG applied for an injunction. It is by such means that the phalanx comprised of the industry, specialist associations and willing medical experts manufactures consent. For this reason hardly anyone in the sector dares to express a contrary opinion.

**Detailed information can be found on the homepage of *Coalition against BAYER-Dangers* at [www.CBGnetwork.de](http://www.CBGnetwork.de)**

I request notification of these countermotions and the reasons for them pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).



BAYER Aktiengesellschaft  
Gebäude Q 26 (Rechtsabteilung)  
Kaiser-Wilhelm-Allee  
51368 Leverkusen

March 27, 2015

## Annual Stockholders' Meeting on May 27, 2015

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Items 2 and 3 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following counter motions.

### Counter motion to Item 3: The actions of the members of the Supervisory Board are not ratified

**The separation of the plastics division *Bayer MaterialScience* (BMS) is likely to be at the expense of the employees, especially outside of Germany. It also means that BAYER is abdicating its responsibility for the safety of the extremely dangerous plants.**

In September 2014, the BAYER Group bowed to pressure from the financial markets and announced the separation of the plastics division *Bayer MaterialScience*. Investors had been urging the company for years to take this step in order to further increase the already double-digit profit margin. In October, the *Private Equity* firms Advent, Carlyle, Cinven and KKR expressed interest in a takeover.

The people who will suffer from this are the more than 15,000 employees. They had been pressured into making numerous concessions in recent years in order to keep the plastics division in the company. For example, BAYER implemented several "efficiency programs" that destroyed over 2,000 jobs, closing down several sites and cancelling bonus payments. Now it is clear that these sacrifices were in vain.

How things are likely to develop in the long term is clear from the chemicals division of BAYER, which was spun off ten years ago under the name *Lanxess*. Several thousand jobs have since been destroyed. A large proportion of the workforce had their pay reduced or were transferred to other sites. Over the years *Lanxess* was split into smaller and smaller pieces. Several units were shut down and others sold off. In view of a possible takeover by "locusts," BMS is likely to experience a similar development.



The union representatives on the Supervisory Board consented to the separation after massive threats from corporate management. Although a job guarantee was negotiated in return, this only applies to the German employees and only for five years. The employees of the Antwerp site had to go on strike and take other industrial action in order to get a comparable agreement. In the United States, however, where BAYER denies 95% of the workforce a collective bargaining agreement and has driven the labor unions out of most sites, there is the threat of drastic cuts in social standards.

Another problem is the risk of industrial accidents: *Bayer MaterialScience* operates a number of very hazardous plants. The production of polycarbonates and polyurethanes, for example, involves enormous quantities of toxic substances such as chlorine, ammonia, carbon monoxide and even phosgene, the former war gas.

The future owners will be tempted to continue along the path followed by BAYER and further reduce costs for maintenance, personnel and the fire service. This automatically raises the risk of industrial accidents. As BMS operates some of Germany's most dangerous industrial facilities – after nuclear power plants – the hazard risk to people living nearby is likely to increase. It is irresponsible and unacceptable to build highly dangerous plants without assuming permanent responsibility for their safety.

The separation of MaterialScience also has consequences for the controversial CO pipeline between Dormagen and Krefeld, which is currently shelved following court decisions. If the pipeline ever goes into operation, no-one can know who might be operating it in ten or twenty years' time. Nor would there be any clarity as to the safety level or the maximum liability. This is one more argument in favor of abandoning this unfortunate project before the separation.

Moreover, cities like Leverkusen, Krefeld and Brunsbüttel are threatened with a drop in their tax income if BAYER sells the division to private equity firms. Such firms tend to charge the purchase price to newly acquired companies as debt to reduce profits and therefore tax payments. And apart from that, finance firms are often headquartered in tax havens.

**The Supervisory Board agreed to the separation of BMS although no guarantee was given that jobs abroad would be safeguarded. And BAYER has given no assurance that safety standards will not be lowered. The actions of the members of the Supervisory Board therefore should not be ratified.**

**Further information can be found on the website of *Coalition against BAYER-Dangers*: [www.CBGnetwork.org](http://www.CBGnetwork.org)**

## Counter-motion to Item 2: The actions of the members of the Board of Management are not ratified

**The BAYER Group is involved in unfair advertising on the internet. For example, BAYER commissioned an agency in Vienna to post comments on social media under a false name. Advertising has taken place for the hormone coil MIRENA, for example, although advertising for prescription-only medicines is prohibited. Charges have since been brought against BAYER.**

Documents published by the Austrian magazine *Datum* reveal the systematic infiltration of social media. They show that the Vienna agency *Mhoch3* alone was responsible for several hundred thousand fake postings. Employees of the agency created thousands of identities that posted comments about travel destinations, cars, gambling or new CDs.

The comments faked by *Mhoch3* can be found on platforms and social networks such as *Facebook*, *GuteFrage.net* or *YouTube* and on news sites like *Spiegel Online* or *Focus.de*. The PR employees pretend to be private individuals offering their help simply out of kindness. Spelling errors and personal questions were included to suggest authenticity. Another job of the agency is to "pretty up" entries in *Wikipedia*. The PR employees were trained by BAYER prior to the campaign. Many of the faked comments remain on the web today.

In BAYER's case, the products advertised by *Mhoch3* included flea control products such as *Advantix*, *Advantage* and *Kiltix* marketed by the Group's animal health division. To increase credibility, the employees were told to invent a domestic pet for this purpose. In internet postings we then find statements like: „*Benny, what did you give your cat in the end to get rid of the fleas? We always use a topical treatment from Bayer called Advantage - have you heard of it?...wish you the best of luck!*”

An even more critical issue is the marketing for the controversial hormone coil MIRENA, which also runs the risk of harming users' health. Despite reports about side-effects of MIRENA, some of them serious, the agency has posted comments that sound as if they come from friends trying to help: "So I had the hormone coil Mirena inserted a year ago, and I must say I'm very satisfied with it. First of all I was afraid of the insertion procedure, but it wasn't bad at all .." (Olivia34, *psychologie.at*) or: "I had the Mirena inserted, it's also a hormone coil and my gynecologist already had very positive experience with it (...) – I can fully recommend it."

It was also the task of the agency to lessen the impact of the numerous reports of unwanted reactions: "@ sporzal: it could also be an allergy and might not come from the Mirena at all, unfortunately I only realized that recently, I had frequent headaches and that's no fun – I can sympathize."



Specially for this purpose, the imaginary user "MauMau" posted a comment on *hormonspirale-forum.de*, where women talk about their experience with MIRENA.

The campaign clearly paid off for BAYER. The conclusion reached internally, according to the *Süddeutsche Zeitung*, was: "It can basically be said that the internet is an ideal platform for providing information about contraception." In numerous cases, user reactions had shown that they believed the friendly comments and were interested in the coil.

Although no-one knows how many agencies offer fake comments, it can well be assumed that no part of the internet is free of them. In this case the intention clearly was also to circumvent the law, as advertising for prescription-only products like MIRENA is prohibited.

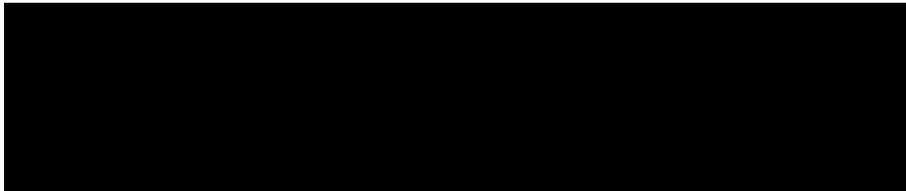
To circumvent the ban on advertising medicines, BAYER also operates websites such as Pille.com or testosteron.de, disguised as "information sources." BAYER spends a total of about 11 billion euros a year on advertising and marketing. The Group refuses to provide a breakdown. BAYER often goes beyond what is permitted: fines for unfair advertising are included in the calculation from the start and paid out of petty cash.

**BAYER carries out irresponsible marketing for many medicines. Other current examples are the YASMIN line of contraceptive pills or the anticoagulant XARELTO – both products with a high risk potential. In addition, the pharmaceutical industry is systematically infiltrating self-help groups and patient organizations.**

**To sum up, it can be said that BAYER will stop at nothing for the sake of a golden balance sheet.**

I request notification of these countermotions and the reasons for them pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

With best regards,



Member of the Board of *Coordination gegen BAYER-Gefahren*  
[www.CBGnetwork.org](http://www.CBGnetwork.org)