

Name, First name \_\_\_\_\_

**Bayer AG DE 000 BAY 0017**

Street, number \_\_\_\_\_

**Date of Stockholders' Meeting: April 29, 2016**

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

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



1

Registered shareholder(s) in order of their registration in the share register

### ADMISSION TICKET ORDER

Please make your selection by entering an »X« in the corresponding field and then return your admission ticket order **to register your stock portfolio** to us by **April 22, 2016 (deadline for receipt)**. You may use the enclosed return envelope for this purpose.

- 1a** I/We will be attending the Stockholders' Meeting **in person**. If there are two registered stockholders, two admission tickets will be issued and the voting rights split as evenly as possible between the tickets.
- 1b** Please issue **two** admission tickets in my name, with the voting rights split as evenly as possible between the tickets.
- 1c** I/We will not be attending the Stockholders' Meeting in person but authorize the following individual to participate and vote at the Stockholders' Meeting. Please send the admission ticket to the authorized person.

**Proxy/companion**

Name		First name	
Street, number		Zip Code	City

This proxy includes the authorization to assign sub-proxies and may be transferred to a third party to be exercised.

OR

2

### POSTAL VOTE

Please send your completed ballot in the attached business reply envelope in a timely manner, so that it reaches us by the **deadline of April 22, 2016**.

- I/We wish to **register my/our shares** and vote on **all items of the agenda as recommended by the Board of Management and/or the Supervisory Board**.
- I/We wish to **register my/our shares** and vote on **all items of the agenda in accordance with the individual instructions (overleaf)**.

(Turn over for identification mark) →

OR

3

### 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 22, 2016 (deadline for receipt)**. You may use the enclosed return envelope for this purpose.

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

(Turn over for instructions) →

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

We ask our shareholders to inquire as to whether the bank/shareholders' association agrees to exercise their voting rights **before** transferring these rights.

Please send this power of attorney to the bank/shareholders' association of your choice allowing enough time for them to register with us by **April 22, 2016 (deadline for receipt)**. The enclosed return envelope cannot be used in such cases.

- I/We hereby grant power of attorney to the following bank/shareholders' association and instruct it to vote for **management proposals on all agenda items**.
- I/We hereby grant power of attorney to the following bank/shareholders' association and instruct it to vote in **accordance with the voting proposals or where required the individual instructions (overleaf)**.

(Turn over for instructions) →

\_\_\_\_\_  
Name and address of bank/shareholders' association

I/We authorize the aforementioned person/institution to vote at the Stockholders' Meeting in accordance with the instructions. This power of attorney includes a sub-power of attorney and may be transferred for exercising to a third party. The company proxies are to be authorized individually. This power of attorney must be completed in full and may not contain any other declarations.

**Signature respectively end of statement (optional)**

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

Name, First name \_\_\_\_\_

**Bayer AG DE 000 BAY 0017**

Street, number \_\_\_\_\_

**Date of Stockholders' Meeting: April 29, 2016**

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

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

## INSTRUCTIONS

Please make your selection by entering an »X« in the corresponding field.  
Mark the "Yes" field if you want to vote in favour and the "No" field if you want to vote against the proposal.  
If you do not mark either field, this will be interpreted as an abstention.  
If both fields are marked, your selection will be deemed invalid.



Please only mark inside the boxes using a black or blue pen.

## AGENDA ITEMS

For the full-length version of the Agenda, please see the enclosed printed invitation to the Stockholders' Meeting.

	YES	NO
1. Distribution of the profit	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of the actions of the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the actions of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
4. Supervisory Board elections		
a) Johanna W. (Hanneke) Faber	<input type="checkbox"/>	<input type="checkbox"/>
b) Prof. Dr. Wolfgang Plischke	<input type="checkbox"/>	<input type="checkbox"/>
5. Compensation system for the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of the Auditor for 2016 (Full-year, Half-year, Q3)	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of the Auditor for Q1 2017	<input type="checkbox"/>	<input type="checkbox"/>