

Coalition against BAYER Dangers

For environmental protection and secure jobs at BAYER - worldwide!

Coalition against BAYER Dangers, Postfach 15 04 18, 40081 Düsseldorf, Germany

BAYER Aktiengesellschaft
Gebäude Q 26 (Rechtsabteilung)
Kaiser-Wilhelm-Allee
51373 Leverkusen
Germany

Annual Stockholders' Meeting on April 28, 2017

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 2 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 anticoagulant XARELTO with the active ingredient rivaroxaban is one of Bayer's best-selling and most-sought after pharmaceutical products.

Although it is just as effective as the "gold standard" Phenprocoumon, it is considerably more expensive and involves more risks. Now they are claiming that blood clotting tests are no longer necessary. However, the clinical approval studies were carried out on test subjects with healthy kidneys and subjects under 70 years of age. These are not the typical patients who require anticoagulants. In the case of elderly patients or those with kidney problems, treatment with rivaroxaban is like flying blind and can often be fatal. A further disadvantage of rivaroxaban is that there is no antidote in the event that a patient requires emergency surgery or experiences unstoppable bleeding.

Studies that suggest the superiority of rivaroxaban were carried out with defect INR testing meters to check coagulation. Furthermore, 34 percent of the comparison group had not been given an adequate dose of the vitamin K antagonists.

As alternatives to rivaroxaban are available in the form of vitamin K antagonists and NOAKs, it is not ethically justifiable to prescribe this treatment or for Bayer to sell it. However, the Board of Management has ignored these concerns. Their actions should therefore not be ratified.

We therefore call upon the Board of Management of Bayer

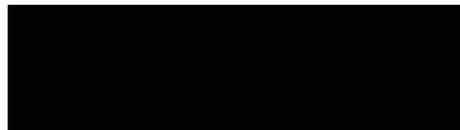
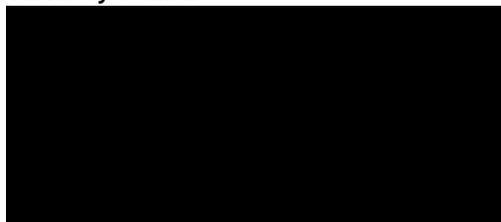
- to publish the trial results allowing for the approval of rivaroxaban and to
- ensure that a suitable antidote is developed as soon as possible,
- to stop the misleading advertising of rivaroxaban and
- to refrain from influencing the scientific panels that set guidelines.

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*



Advisory council



Coalition against BAYER Dangers

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

Bayer sells several products that have a similar effect to hormones and are therefore harmful to health. The Group is engaging in intense lobbying in an attempt to impede the E.U.'s plans to have these substances withdrawn from circulation. This type of business conduct is irresponsible. The actions of the members of the Board of Management therefore should not be ratified.

Hormones act as the body's messengers. They play an important role in its natural regulatory system. For instance, these biochemical substances control bone growth, sugar and fat metabolism, the digestive system and sexual development. However, if something disturbs the transmission of these signals, false messages are received and bodily functions are completely derailed. And scientists have identified certain chemicals – so-called endocrine disruptors (EDs) – as “disturbers” for some time now. Many of these substances resemble hormones in their composition and therefore have great potential to cause irritation. Potential consequences: Diseases such as cancer, diabetes, obesity, dysfunction of the nervous system and immune system, as well as heart, liver and uterine disorders.

BAYER manufactures a wide range of these substances. And many of these, such as the insecticide for caterpillar control RUNNER, are supposed to stimulate hormonal responses. However, the impact of many other Bayer agrochemicals on the endocrine system is categorized under “risks and side-effects.” This also applies to other BAYER substances with hormone-like characteristics, such as plasticizers or the industrial chemical Bisphenol A, of which the Group produced around 1.2 million tons in 2011 alone.

Scientists have been warning about the dangers posed by endocrine disruptors since the 1990s. However, politicians only identified a need for action after the turn of the millenium. The European Commission had planned to specify criteria for the definition of EDs by the end of 2013. This spurred BAYER to action. The Group used all available means in an attempt to influence the Commission's decision and to find the most industry-friendly solution possible. In June 2013, the company sent a letter to the Deputy Secretary General for the Secretariat-General of the European Commission, Marianne Klingbeil. "The Environment Directorate-General currently favors a concept which is based of the precautionary principle (hazard assessment). This means fundamentally moving away from the principle of risk assessment and will have far-reaching, serious consequences for the chemicals sector and agriculture industry (particularly due to the cut-off criteria applied to crop protection products, which would lead to a loss of marketing approval)," BAYER warned. More than 37 pesticides would be at risk as a result of a ban. Taking two different studies as a basis, the company calculated that a ban on triazole antifungal drugs would result in a 20 percent fall in productivity and a harvest loss of up to 40 percent.

And these lobby efforts by BAYER and other chemical multinationals have proved effective. The criteria for defining EDs which, following long delays, were finally introduced by the E.U. in June 2016 largely correspond to the industry's requirements. The decision was correspondingly tough for environmental organizations and experts. "These proposals infringe upon the precautionary principle", states the PESTICIDE ACTION NETWORK (PAN). The initiative criticized that if the proof that pesticides contained properties that were harmful to hormones had originally been sufficient for the introduction of a regulation, this should in effect establish the harmful effect these have on humans. "The PAN criticized the E.U. Commission's proposal for the definition of EDs as being "completely in favor of the pesticide and chemical industry."

The Board of Management are responsible for marketing harmful endocrine disruptors and keeping them in circulation. Their actions should therefore not be ratified.

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



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I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 2 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

BAYER plans to acquire MONSANTO and in turn become by far the largest agrochemicals company in the world, controlling important sections of the food supply chain. This would have serious repercussions for the global food supply. Farmers would have to pay more for pesticides and other consumables, and would also have a smaller selection of suppliers to choose from. The shrinking variety of crops would also mean that consumers would have fewer products to choose from in food stores. The transaction would also promote the industrialization of farming, and with it all the negative effects this would have for humans, animals and the environment. It is also feared that the transaction could lead to Bayer cutting jobs and paying less in taxes. As the Supervisory Board has approved the acquisition, its actions should not be ratified.

Based on business figures for 2015, the agriculture divisions of BAYER and MONSANTO together would generate sales of US dollars 23.1 billion. No other company in the sector can compete with this. Taken together, BAYER and MONSANTO have a 25 percent share of the pesticides market and approximately a 30 percent market share in seeds for genetically modified and conventional field crops. Looking at genetically modified plants alone, the two companies together have a monopoly, controlling well over 90 percent of the market.

However, the deal also entails other risks and side effects. "The merger will hurt farmers," says Jim Benham of the INDIANA FARMERS UNION: "The more consolidation there is among the suppliers of our consumables, the worse it is for us."

What's more, the acquisition will reduce the variety of seed and pesticide products available. These kinds of oligopoly structures have already led to a huge slowdown in innovation and consolidation is likely to only worsen the situation. BAYER's glufosinate and MONSANTO's glyphosate have already been around for over 40 years. As a result, more and more weeds are becoming resistant to these substances. Farmers have no other choice than to increase the amount of poison they use. And BAYER is by no means denying this fact. "For over 25 years, the global crop protection industry has neither developed nor launched an economically significant herbicide with a new mechanism of action for broadacre crops – this is in part due to the consolidation of the industry, which has led to a considerable reduction in research spending on new herbicides," says the BAYER researcher Dr. Hermann Stübler.

Consumers would also suffer as a result of the increasing consolidation of the agriculture market, as this would result in a smaller selection of food. And employees at MONSANTO and BAYER likewise will have to prepare for tougher times ahead. The Board of Management has estimated that the deal will leverage synergies of US dollar 1.5 billion and this will in part be driven by job cuts. Further job losses in the Group can be expected as a result of requirements set by the antitrust authorities: The Board of Management expects it will have to divest businesses totaling up to US dollar 2.5 billion. However, this conservative estimate could be exceeded. If that's not enough, employees will experience more pressure as a result of the high level of debt that BAYER has taken on in relation to the MONSANTO acquisition. BAYER has only ruled out selling off business units at its German sites to extend its financial headroom. Employees will also be faced with cost-lowering savings programs as part of efficiency measures.

The cities and towns that are home to the sites will also have to brace themselves. They are still feeling the brunt of BAYER's most recent "purchases". Directly after the acquisition of MERCK's consumer care business unit, BAYER announced that, "once the transaction is completed, it anticipates significant tax savings as of the first year."

Despite all of these negative consequences associated with the MONSANTO acquisition, the Supervisory Board still approved the transaction and therefore failed to fulfill its responsibility. Its actions should therefore not be ratified.

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

Best regards,



Coalition against BAYER Dangers

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We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 1 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following countermotion.

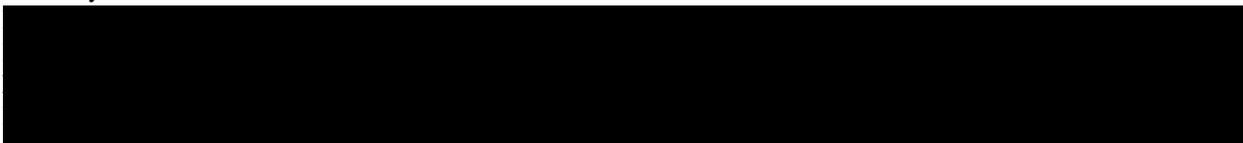
Countermotion to Item 1: Use of the distributable profit

We propose that the dividend be reduced to €0.10 per share. The freed-up monies should be used as follows:

- for the safeguarding and creation of jobs and for the payment of a fair wage;
- to create a fund for the appropriate compensation of damages to both people and the environment resulting from the business activity.

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Advisory council



- for the comprehensive ecological and social restructuring of the Group without double standards.
- and finally for the payment of compensation to victims or their families and descendants for the crimes committed by BAYER and by IG FARBEN, which was partly operated by BAYER.

It should be noted that we would indeed propose that no dividend be paid out, with payment instead been made to the aforementioned social, human rights and ecological causes; however, legislation does not allow for this.

We request notification of this countermotion 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



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

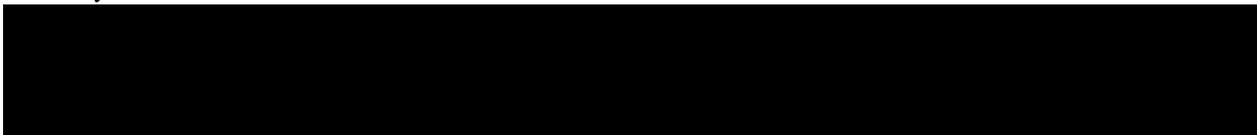
We propose that the actions of the Board of Management not be ratified

Reason:

BAYER plans to acquire MONSANTO and in turn become by far the largest agrochemicals company in the world, controlling important sections of the food supply chain. This would have serious repercussions for the global food supply. Farmers would have to pay more for pesticides and other consumables, and would also have less choice. The shrinking variety of crops would also mean that consumers would have fewer products to choose from in food stores. The

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transaction would also promote the industrialization of farming, and with it all the negative effects this would have for humans, animals and the environment. It is also feared that the transaction could lead to Bayer cutting jobs and paying less in taxes. As the Supervisory Board has approved the acquisition nonetheless, its actions should not be ratified.

Based on business figures for 2015, the agriculture divisions of BAYER and MONSANTO together would generate sales of US dollars 23.1 billion. No other company in the sector can compete with this. Taken together, BAYER and MONSANTO have a 25 percent share of the pesticides market and approximately a 30 percent market share in seeds for genetically modified and conventional field crops. Looking at genetically modified plants alone, the two companies together have a monopoly, controlling well over 90 percent of the market.

However, the deal also entails other risks and side effects. "The merger will hurt farmers," says Jim Benham of the Indiana Farmers Union: The more consolidation there is among the suppliers of our consumables, the worse it is for us." When questioned by the New York Times, BAYER Crop Science CEO, Liam Condon, didn't even deny further price increases. However, he hypocritically assured that the Group would definitely offer farmers added value for this.

What's more, the acquisition will reduce the variety of seed and pesticide products available. These kinds of oligopoly structures have already led to a huge slowdown in innovation and this consolidation is likely to only worsen the situation. BAYER's glufosinate and MONSANTO's glyphosate have already been around for over 40 years. As a result, more and more weeds are becoming resistant to these substances. Farmers have no other choice than to increase the amount of poison they use. And BAYER is by no means denying this fact. "For over 25 years, the global crop protection industry has neither developed nor launched an economically significant herbicide with a new mechanism of action for broadacre crops – this is in part due to the consolidation of the industry, which has led to a considerable reduction in research spending on new herbicides," says the BAYER researcher Dr. Hermann Stübler.

Consumers would also suffer as a result of the increasing consolidation of the agriculture market, as this would result in a smaller selection of food products. And employees at MONSANTO and BAYER likewise will have to prepare for tougher times ahead. The Board of Management has estimated that the deal will leverage synergies of US dollar 1.5 billion and this will in part be driven by job cuts. Head of Crop Science Liam Condon has already announced the closure of a laboratory at the US-American Crop Science headquarters in the Triangle Research Park in North Carolina. Further job losses in the Group can be expected as a result of requirements set by the antitrust authorities: The Board

of Management expects it will have to divest businesses totaling up to US dollar 2.5 billion. However, this conservative estimate could be exceeded. If that's not enough, employees will experience more pressure as a result of the high level of debt that BAYER has taken on in relation to the MONSANTO acquisition. BAYER has only ruled out selling off business units at its German sites to extend its financial headroom. Employees will also be faced with cost-lowering savings programs as part of efficiency measures.

Likewise, the cities and towns that are home to the sites will have to brace themselves. They are still feeling the brunt of BAYER's most recent "purchases". Directly after the acquisition of Merck's consumer care business unit, BAYER announced that, "once the transaction is completed, it anticipates significant tax savings as of the first year."

Despite all of these negative consequences associated with the MONSANTO acquisition, the Board of Management is still pursuing the transaction and has therefore failed to fulfill its responsibility. Its actions should therefore not be ratified.

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



Coalition against BAYER Dangers

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April 13, 2017

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We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 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

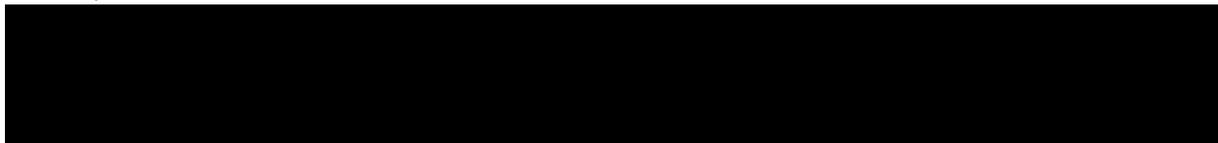
We propose that the actions of the Supervisory Board not be ratified.

Reason:

Bayer sells several products that have a similar effect to hormones and are therefore harmful to health. The Group is engaging in intense lobbying in an attempt to impede the E.U.'s plans to have these substances withdrawn from circulation. This type of business conduct is irresponsible. The actions of the members of the Board of Management therefore should not be ratified.

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Advisory council



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BAYER manufactures a wide range of these substances. And many of these, such as the insecticide for caterpillar control RUNNER, are supposed to stimulate hormonal responses. It is one of the insect growth regulators which the European lobby association of agricultural giants, the “European Crop Protection Association” (ECPA) describes as follows: “Pheromones and insect growth regulators are used in crop protection in particular for their effect as endocrine disruptors, to interrupt the reproduction process or to shorten the life cycle of insects.

However, in the case of many other Bayer agrochemicals, the impact on the endocrine system is categorized under “risks and side-effects.” This also applies to other BAYER substances with hormone-like characteristics, such as plasticizers or the industrial chemical Bisphenol A, of which the Group produced around 1.2 million tons in 2011 alone.

Scientists have been warning about the dangers posed by endocrine disruptors since the 1990s. However, politicians only identified a need for action after the turn of the millennium. The European Commission had planned to specify criteria for the definition of EDs by the end of 2013. This spurred BAYER to action. The Group used all available means in an attempt to influence the Commission's decision and to find the most industry-friendly solution possible. In June 2013, the company sent a letter to the Deputy Secretary General for the Secretariat-General of the European Commission, Marianne Klingbeil. “The Environment Directorate-General currently favors a concept which is based on the precautionary principle (hazard assessment). This means fundamentally moving away from the principle of risk assessment and will have far-reaching, serious consequences for the chemicals sector and agriculture industry (particularly due to the cut-off criteria applied to crop protection products, which would lead to a loss of marketing approval),” BAYER warned. More than 37 pesticides would be at risk as a result of a ban. Taking two different studies as a basis, the company calculated that a ban on triazole antifungal drugs would result in a 20 percent fall in productivity and a harvest loss of up to 40 percent.

And these lobby efforts by BAYER and other chemical multinationals have proved effective. The criteria for defining EDs which, following long delays, were finally introduced by the E.U. in June 2016 largely correspond to the industry's requirements. The decision was correspondingly tough for environmental organizations and experts. "These proposals infringe upon the precautionary principle", states the PESTICIDE ACTION NETWORK (PAN). The initiative criticized that if the proof that pesticides contained properties that were harmful to hormones had originally been sufficient for the introduction of a regulation, this should in effect establish the harmful effect these have on humans. "The PAN criticized the E.U. Commission's proposal for the definition of EDs as being "completely in favor of the pesticide and chemical industry."

In addition to the Board of Management the Supervisory Board is responsible for marketing harmful endocrine disruptors and keeping them in circulation and its actions should therefore not be ratified.

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*

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[Redacted signature]

With regard to the composition of the Supervisory Board, the Board of Management makes the following statements pursuant to Section 127, Sentence 4 German Stock Corporation Act (AktG) in conjunction with Section 96, Sentence 2 AktG:

At least 30 percent of the members must be women and at least 30 percent must be men. In principle, this minimum quota must be fulfilled by the Supervisory Board as a whole. However, the stockholder representatives have rejected overall fulfillment of this quota on the basis of a majority resolution presented to the Chairman of the Supervisory Board. The minimum quota for this election therefore has to be fulfilled separately by the stockholders' and employees' representatives and comprises three women and three men for each group of representatives. The stockholders' representatives on the Supervisory Board currently comprise three women and seven men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives. To maintain the minimum quota of three women, at the end of the term of office of Sue H. Rataj, one woman must be elected as a stockholders' representative on the Supervisory Board.

Coordinadora contra los peligros de la BAYER - Coalition against BAYER-Dangers - Coordination contre les méfaits de BAYER -

Coalition against BAYER Dangers

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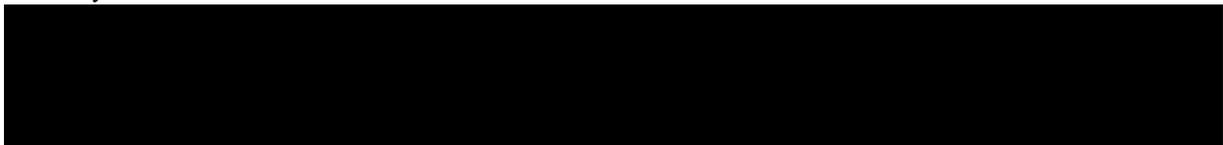
We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 4 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following counter-motion.

Counter-motion to Item 4: Supervisory Board elections

We reject the candidates proposed for election by the Supervisory Board and instead put forward the following candidates for election as members of the Supervisory Board with effect from the end of the Annual Stockholders' Meeting 2017:

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Advisory council



- a) [REDACTED]
Honorary member of the Executive Committee of the Coalition against BAYER Dangers
- b) [REDACTED]
Honorary member of the Executive Committee of the Coalition against BAYER Dangers
- c) [REDACTED]
Honorary member of the Executive Committee of the Coalition against BAYER Dangers
- d) [REDACTED]
Honorary member of the Executive Committee of the Coalition against BAYER Dangers
- e) [REDACTED]
German coordinator of the international Clean Clothes Campaign

We nominate these candidates each for the period up to the end of the Annual Stockholders' Meeting that resolves to ratify their actions for the fiscal year 2021.

We request notification of this counter-motion 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*

[REDACTED]

[REDACTED]