



**Update of the proposed resolution regarding Item 1 on the agenda
of the Annual Stockholders' Meeting of Bayer Aktiengesellschaft
on Friday, May 25, 2018**

As Bayer Aktiengesellschaft announced on April 16, 2018, the Company increased its capital stock by issuing 31,000,000 no-par value registered shares from the authorized capital. As a result, the total number of shares carrying dividend rights increased. The Board of Management and the Supervisory Board – the latter being represented by its Presidial Committee, to which it had previously transferred the decision – have therefore adjusted their proposal for the use of the distributable profit for the fiscal year 2017 – with dividend per share carrying dividend rights remaining unchanged – in line with the announcement in the Notice of this year's Annual Stockholders' Meeting as follows:

Of the distributable profit of EUR 2,900,000,000.00 reported in the financial statements for the fiscal year 2017, an amount of EUR 2,402,253,862.40 will be used to pay a dividend of EUR 2.80 per share carrying dividend rights and the remaining amount of EUR 497,746,137.60 will be carried forward.

The stated amounts proposed for the dividend payment and for carrying forward are based on the number of shares carrying dividend rights on May 15, 2018.

Leverkusen, May 2018

Bayer Aktiengesellschaft

The Board of Management

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