

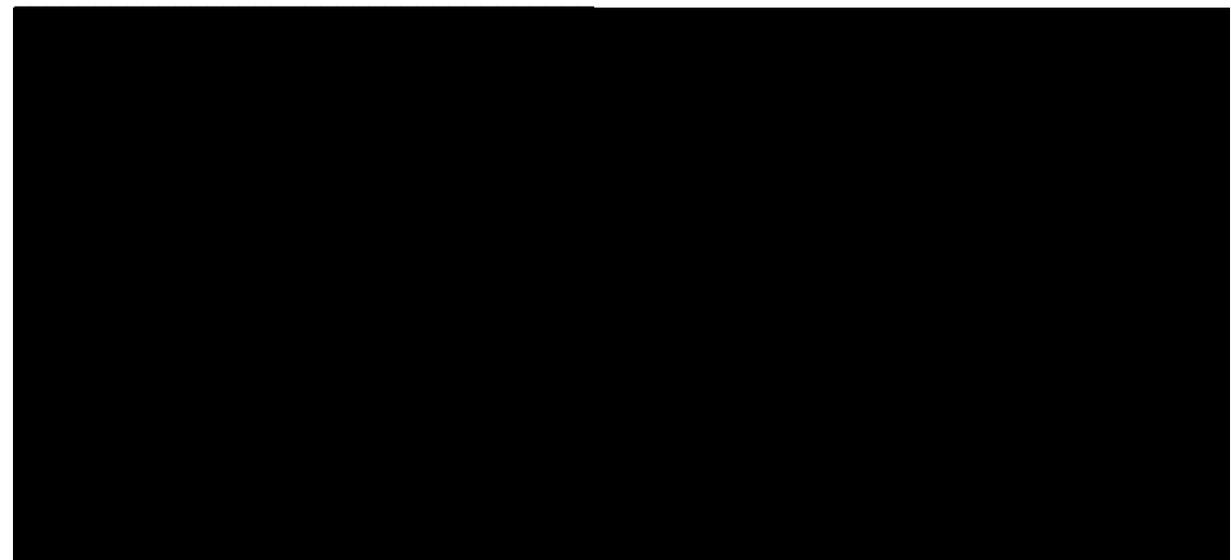
-  
Copy not to the company of Reederei Herbert Ekkenga AG with headquarters in Bad Zwischenahn and SIN 828830

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To the company of Bayer AG with headquarters in Leverkusen

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###  
Counter motion to Agenda Item 1  
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-  
Persons, I hereby propose that a dividend is not paid in your favored currency euro but that the money intended for distribution is used to purchase one ordinary share in the above-named company of Reederei and that this one purchased share will be drawn as the dividend among all shares in the above-named company Bayer.

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I support this counter motion by stating that I would like a dividend to be paid to me in a currency in which I have the greatest possible confidence.





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To the company of Bayer AG with headquarters in Leverkusen

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#####  
Countermotion to Agenda Item 2  
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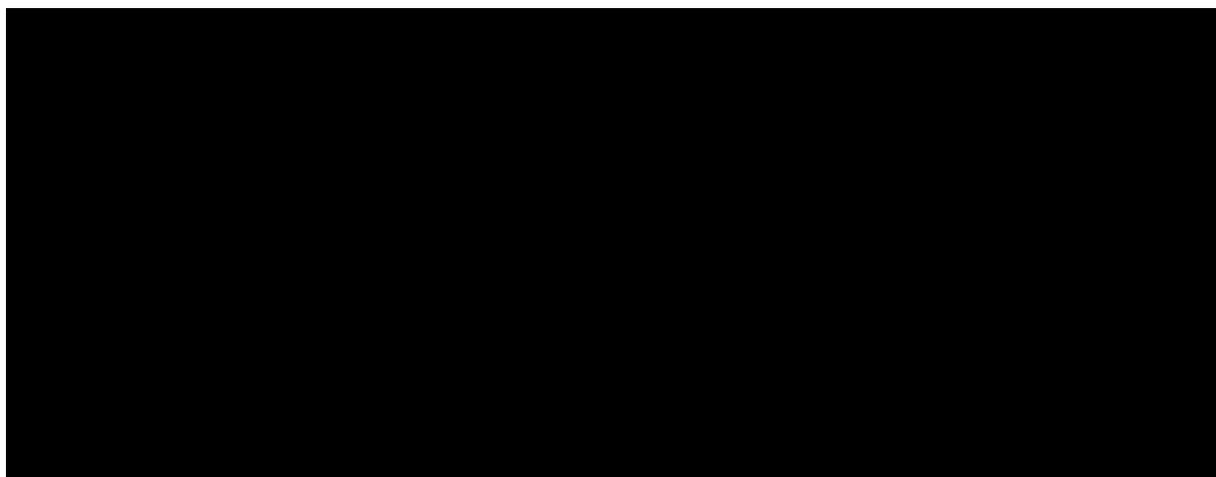
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Persons, I hereby propose that the actions of no member of the Board of Management be ratified for fiscal 2015.

-  
I support this regrettable proposal by stating that Annual Stockholders' Meetings of the above-named company Bayer are a pure farce because the stockholders are actually forced by the management of said company Bayer to approve without objection all proposals of said management in that "critical" stockholders who dare to voice objections are educated by way of dispossession to never again raise objections in the future, as was done to me, all of whose shares in the Berlin company Schering AG were compulsorily taken away by the above-named company Bayer in a so-called squeeze-out and who received supposedly appropriate compensation that was probably not one per mille of what said company Bayer would have had to pay for my shares in the company Schering if said company Bayer had purchased my shares from me – as customary – via the stock exchange.

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I would request the earliest possible publication of this my countermotion.



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To the company Bayer AG, Leverkusen

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###

Countermotion

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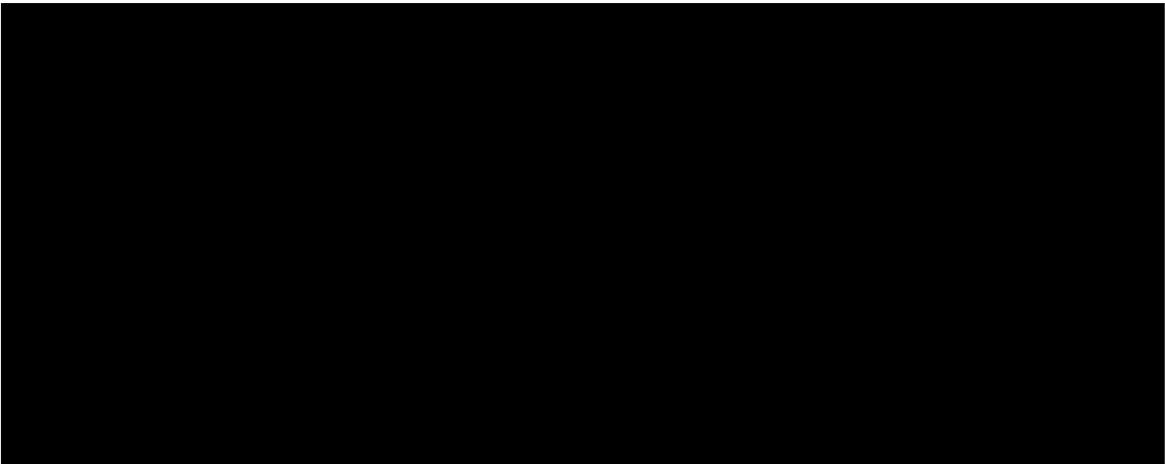
Persons, I hereby propose that the actions of no member of the Supervisory Board of the above-named company Bayer be ratified for fiscal 2015.

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I support this second regrettable proposal by stating that my memory is not perfect.



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To the company Bayer AG, Leverkusen

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Countermotion to Agenda Item 3

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Persons, I hereby propose that the actions of no member of the Supervisory Board of the above-named company Bayer be ratified for fiscal 2015.

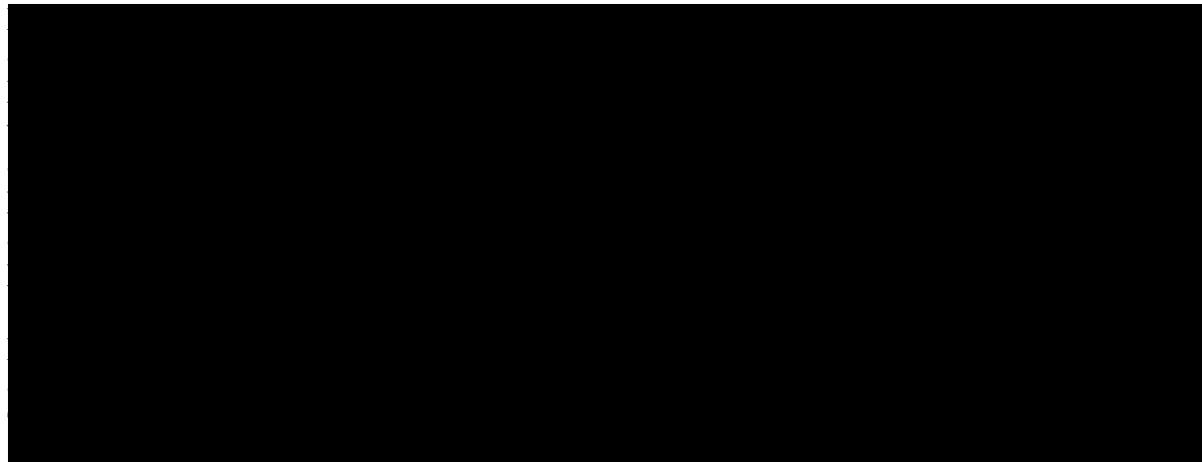
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I support this already second regrettable proposal by stating that my memory is not perfect, I occasionally cannot remember the names of people and I now longer know which people I have agreed to address by the “du” form and which not.

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*With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 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 two women and eight men; therefore, at least one further woman must be elected as a stockholders' representative on the Supervisory Board.*



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To the company Bayer AG, Leverkusen

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###

Countermotion to Agenda Item 4

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Persons, with regard to Agenda Item 4, I hereby propose that I be elected to the Supervisory Board of the above-named company Bayer.

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I support this proposal by stating that elections are somehow only exciting when more candidates are proposed than there are posts to fill.

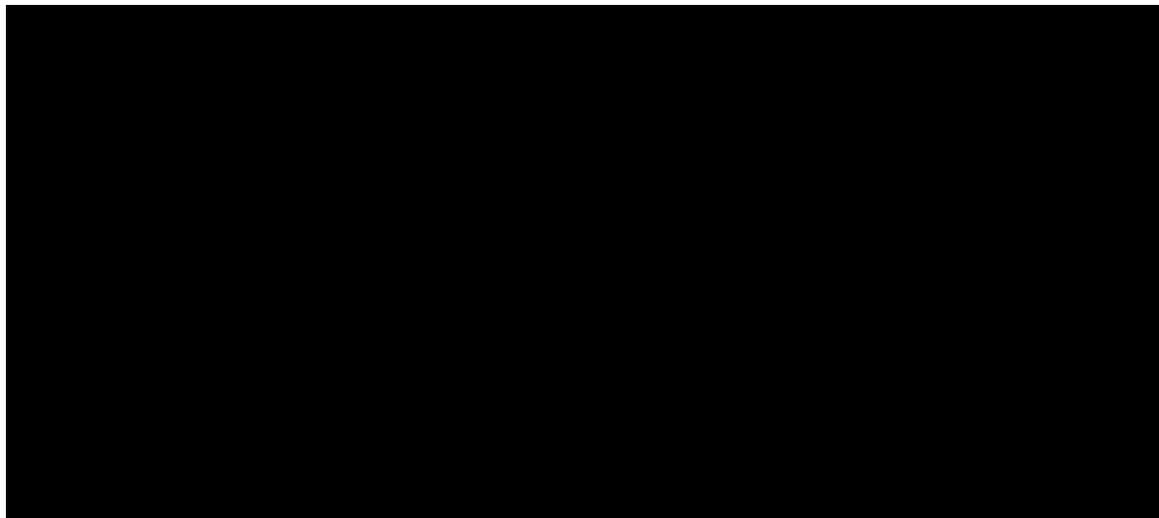
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I state as my profession that I am the owner of such a company that I would never lease.

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*With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 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 two women and eight men; therefore, at least one further woman must be elected as a stockholders' representative on the Supervisory Board.*



-  
To the company Bayer AG, Leverkusen on the Wupper

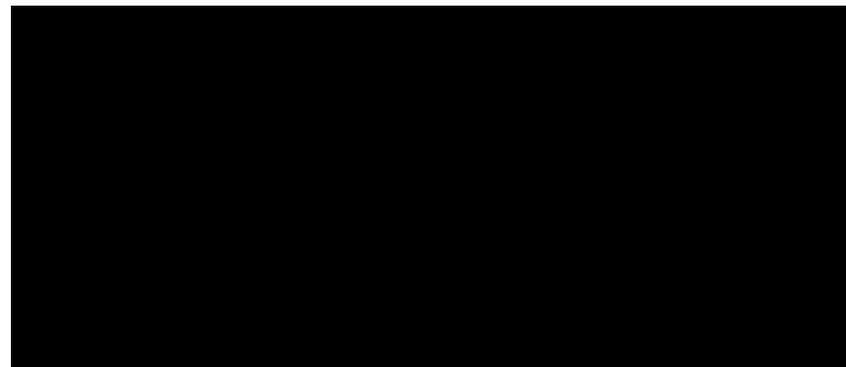
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Persons, I hereby propose that I be elected to the Supervisory Board of the above-named company Bayer.

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I support this proposal by stating that I find elections dull if there are only as many candidates as there are posts to fill.

-  
With regard to my profession, I am giving no further details out of solidarity with those people who are perhaps employed by the intelligence services and are as such not able to provide truthful details about their profession without breaching the terms of their employment contracts.

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I would request the earliest possible publication of this counter-motion.



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## **Coordination gegen BAYER-Gefahren e.V.**

For environmental protection and secure jobs at BAYER - worldwide!

Bayer Aktiengesellschaft  
Building Q 26 (Legal Department)  
Kaiser-Wilhelm-Allee 20  
51373 Leverkusen

### **Annual Stockholders Meeting on April 29, 2016**

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 motions.

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

**BAYER has long had its sights set on public educational establishments. The company produces teaching materials, sends mobile chemistry laboratories round the country and sponsors schools. BAYER subsidiary CURRENTA has now gone one step further with its gift of a specially produced hidden object book for kindergartens in the communities where it has sites. A blatant attack on the minds of the very young.**

Large companies are increasingly targeting children and adolescents. For example, BAYER operates a mobile chemistry laboratory "to make the subject more appealing" to young people. BAYER also offers training days for teachers and teaching materials free of charge, especially concerning controversial subjects such as bee mortality and genetic engineering. Each year, the company distributes about half a million euros to schools close to its sites.

BAYER subsidiary CURRENTA has now gone one step further and has extended its marketing to young children. The company commissioned an illustrator to produce a hidden object book depicting the cheerful hustle and bustle of a chemicals factory: crane drivers, divers, visitors from all over the world, clowns and colorful balloons. CURRENTA is currently distributing the book in the vicinity of the Leverkusen, Dormagen and Krefeld-Uerdingen sites. For example, the book was given to kindergartens at Christmas. In past years as well, CURRENTA has run projects for elementary school students in the vicinity of BAYER's sites.

The examples show that there is nowhere where children are safe from the influence of companies anymore. However, young children in particular cannot understand the risks of chemical factories and are defenseless against this corporate propaganda.

Leverkusen is just as worthy of criticism as BAYER. A representative of the company presented the book to a city kindergarten - assisted by Marc Adomat, Leverkusen's Chief Education Officer. In fact, the city council is marketing the book via the Community Education Office.

Norbert Hocke, a member of the board of German teaching union *Education and Science*, criticized BAYER's marketing: "The book does not belong in a kindergarten. It is high time we

had regulations for dealing with advertising.” Especially in light of current results of brain research, he views BAYER’s propaganda critically: “We must be especially careful with children aged between nought and six years. The frequent repetition of company logos stays in their heads for a lifetime. Later on, we wonder why and complain that children are so focused on brands,” said Hocke in a interview with the *Süddeutsche Zeitung*. The Rhineland regional authority (LVR), which is responsible for issuing operating permits to childcare facilities, is likewise critical of the attempt by companies at directly or indirectly influencing kindergartens.”

Across Germany, educational establishments are increasingly being used for opinion -making. Service providers like the *Deutsche Schulmarketing Agentur*, an agency which by its own admission “aims to align the economic interests of commercial companies with educational establishments” shamelessly promotes the commercialization of teaching content. Values such as independent opinion or critical abilities are thus being undermined.

In this way, BAYER is seeking to influence the broadest possible section of society on issues such as the use of pesticides or genetic engineering. Thimo Schmitt-Lord from the *BAYER Science & Education Foundation* freely admits that Bayer is not driven by altruistic motives. “I have to admit that our support for schools is not entirely altruistic. We view it as a long-term investment.”

**It is a scandal that CURRENTA and BAYER are invading the sheltered kindergarten environment in such a way. The Coalition against BAYER-Dangers demands an effective ban on all forms of advertising in educational establishments. The actions of the members of the Bayer Board of Management, which is responsible for the propaganda in schools and kindergartens, should not be ratified. For more information visit [www.CBGnetwork.org](http://www.CBGnetwork.org)**

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

**BAYER AG is systematically transferring its profits to countries with low tax rates. Thus, despite achieving record profits, the company has paid no corporation or business tax in Germany for years. Tax dumping by multinationals means that public sector financing is being shouldered increasingly by the wage-earning population.**

The BAYER Group has moved large parts of its equity to the Benelux countries. Netherlands-based *Bayer Global Investments* accounts for EUR 12.2 billion, *Bayer World Investments* (also headquartered in the Netherlands) for EUR 14 billion and *Bayer Antwerpen* for EUR 11.4 billion. This is due to antisocial tax credits for international companies. Belgium, for example, pays interest on a company’s equity. Fictitious interest rates can be deducted from tax as an expense. As a result, only minimal amounts of tax are paid on profits.

In order to benefit from the special terms, BAYER is concentrating its internal banking operations in Belgium. In 2014, *BAYER Antwerpen* alone granted loans of EUR 13.4 billion to other Group subsidiaries. In countries such as Germany or the United States, the interest owed on these loans reduces taxes. In Belgium, virtually no tax is payable. The tax rate is less than 5% in some cases. A company spokesperson tersely stated: “Like some other companies, BAYER utilizes the favorable macroeconomic climate in Belgium that was created by the deduction of risk capital.”

The offshore companies *Bayer World Investments* and *Bayer Global Investments* have holdings in around one-fifth of all 350 subsidiaries. This has created the conditions for BAYER-internal accounting and licensing, which also reduce taxes. This ongoing tax dumping recently became too much for even the E.U. Commission. At the beginning of January, it declared Belgium's tax loopholes to be unlawful and demanded back-payments totaling EUR 700 million from 35 transnational companies.

As a result, the city of Leverkusen, headquarters of one of the most valuable DAX corporations, will lose the basis for its existence. The city is subject to budgetary supervision and must satisfy stringent savings requirements specified by the state of North Rhine-Westphalia. It is also a member of a pact to strengthen communal financing. In other words, tax payers must provide it with the funding its urgently needs.

Speaking at a council meeting, Leverkusen's city treasurer, Frank Stein, described the emergency financial situation. "The deficits in the tax system, which are disastrous for Leverkusen, are the result of failed tax legislation dating back a good 25 years." Despite BAYER's record profit, Stein recorded an all-time low for business tax of EUR 30 million. While this development is affecting all cities in Germany, the situation in Leverkusen is characterized by specific aspects, according to Stein. "The industrial core (...) is still there and it is still a place of major value creation. However, for economic and tax reasons, which cannot be explained in detail because it would contravene tax secrecy, this value creation no longer gives the city corresponding strength in terms of tax income." On account of its financial difficulties, Leverkusen is having to make drastic savings in the social and cultural areas. At the present time, the Morsbroich Museum is facing closure. Subsidies for the city's music schools are to be dramatically reduced.

Social Democratic mayor Uwe Richrath attacked BAYER during his election campaign: the global corporation contributes "very little" to business tax income in Leverkusen. North Rhine - Westphalia's Finance Minister Norbert Walter-Borjans criticized the fact that "a city like Leverkusen that is home to the BAYER global brand has to be supported from the communal financing pact - people find that hard to believe." Walter-Borjans demands: "Especially in tough budgetary times, we cannot afford for companies to systematically avoid paying their contribution to communal financing."

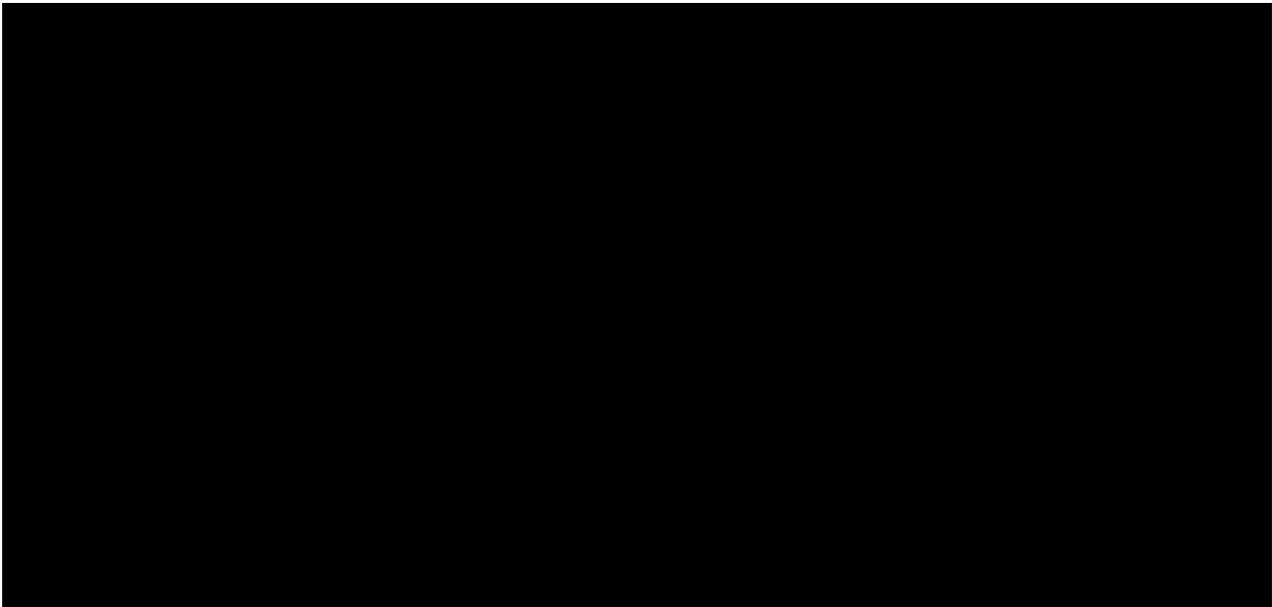
BAYER is even relocating tax-relevant departments to the "Rhineland tax paradise" of Monheim. The town bordering Leverkusen to the north drastically reduced its business tax rate in 2012. A few months later, BAYER relocated its patent department to Monheim. Shortly before that, patent rights were placed in a new company called *Bayer Intellectual Property GmbH*. This move alone has saved BAYER around EUR 10 million in annual tax payments.

**The tax tricks used by international companies are costing the public many millions of euros each year. The Supervisory Board tolerates BAYER's harmful tax dumping practices. The actions of its members therefore should not be ratified.**

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*





[REDACTED]

[REDACTED]

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

## **Annual Stockholders Meeting on April 29, 2016**

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 countermotions.

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

**With an annual profit (after tax) of EUR 4 billion, BAYER's Pharmaceuticals division is the most lucrative within the company. It is unacceptable that, despite such high profits, jobs are to be cut. The Board of Management is thus not meeting its responsibility toward the workforce.**

At the end of 2015, BAYER announced that, over the next three years, it would be cutting by around one-third the current workforce of 670 at the Grenzach site. This move affects subcontract workers as well as employees with permanent and temporary contracts.

By 2018, the Grenzach filling line for pre-filled syringes and injection bottles is to be closed completely. And yet just two years ago, Thomas Wozniowski, then head of the Consumer Care division, praised the site's success in third-party business and expressed great satisfaction with the work there.

BAYER acquired the plant close to the Swiss border from ROCHE in 2004. As is usual in such transactions, there was immediate talk of savings potential. A commitment to the site demanded by the trade unions was not forthcoming. Management deliberately left the workforce in uncertainty so that it could extract concessions. In order to safeguard the site, longstanding employees ultimately had to accept massive cuts in their company pension entitlements.



At the present time, management and the works council are negotiating a redundancy scheme. In order to reduce the number of dismissals and safeguard the remaining jobs, the works council is demanding an employment pact and investment to modernize the facility. These demands are worthy of support. The company must not be allowed to shirk its responsibility for its employees.

Overall, it should be noted that BAYER employees are treated extremely unequally. An employment pact is in place only for the workforce at the Leverkusen, Dormagen, Krefeld, Brunsbüttel and Wuppertal sites (around 60 percent of employees in Germany) but not for the employees of the BAYER companies at Bitterfeld, Grenzach and elsewhere.

The situation is even more serious at the subsidiaries outside Germany. Since BAYER has closed several unionized sites in the USA, just 5 percent of the workforce there is covered by a collective agreement or similar company agreements; the figure in Europe is 88 percent. The situation is little better in Asia, where just 15 percent of employees are covered by collective agreements.

**These serious inequalities within the workforce are not acceptable. The actions of the Board of Management therefore should not be ratified.**

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

**In fall last year, BAYER carved out plastics production. As BAYER holds the majority interest in the new company COVESTRO, it remains responsible for the plastics business.**

On June 17, 2016, COVESTRO will be opening the so-called Dream Production facility. The plant at the Dormagen site is to use carbon dioxide in the manufacture of polyurethane. BAYER therefore describes the process as a *holistic approach to sustainability*.

BAYER commissioned the agency *Ketchum Pleon* to produce a marketing campaign for Dream Production. In a presentation, it is baldly stated that the plant is *to be communicated as an exemplary sustainability project to politicians, business partners, employees and the public*. The agency not only organized events, but also authored articles for popular magazines and trade journals.

Independent experts, by contrast, describe the plant as an eco-swindle. They criticize the large amount of energy needed to activate the carbon dioxide and do not consider the process to represent an ecological advance. Instead, they demand a reduction in plastics consumption and effective steps for avoiding plastic waste.



It is hard to imagine a more absurd strategy than attempting to use CO<sub>2</sub>, the molecule with the lowest energy level, to produce complex, high-energy compounds. The enormous energy gap between carbon dioxide and complex carbon compounds can only be overcome by the use of equally enormous amounts of energy.

There are no ecological grounds for promoting CO<sub>2</sub> as the basis for synthesis; it's simply greenwashing. It is obviously impressive to boast of a process which transforms CO<sub>2</sub> into apparently useful compounds. BAYER's PR strategists are counting on the public not questioning the energy-related madness of this process.

Viewed overall, the potential use of CO<sub>2</sub> in plastics production will have a negligible role in light of the exponentially larger amounts which are released by energetic incineration processes. This is shown by a glance at the figures. BAYER intends to produce 5,000 tons of polyol on the basis of just 1,000 tons of CO<sub>2</sub>. That is around one-thousandth of BAYER's annual CO<sub>2</sub> emissions of some five million tons.

Worldwide, around 8 percent of oil consumption is used in the production of plastics. The production of polyurethane especially is extremely energy-intensive. Five tons of carbon dioxide are emitted for every ton of end product. Thus, even improving the production process by a few percent is not sustainable.

The euphemistically named Dream Production is therefore not sustainable in any way. Government funding should not be used to subsidize the chemical industry but to achieve genuine ecological advances. A drastic reduction in plastic consumption would make sense. The remainder should be manufactured from renewable raw materials. Raw materials such as seaweed, waste wood or straw must be used because they do not compete with food production.

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

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

Sincerely,



[REDACTED]

[REDACTED]

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

## Annual Stockholders' Meeting on April 29, 2016

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 BAYER Group markets a number of hazardous products. The Board of Management is responsible for this marketing and its actions must therefore not be ratified. A selection of current problem areas is described below.**

#### Genetically modified soybeans

BAYER is heavily marketing soybean seed in South America. A large proportion of the Latin American soybean harvest is exported to Europe and North America for use in factory farming.

BAYER is particularly advertising the *Credenz* product line. This genetically modified variety is resistant to two herbicides at once - glyphosate and glufosinate. BAYER sells the seed and the corresponding pesticides as a package.

However, both active substances are extremely harmful to health. In the E.U., for example, glufosinate will be withdrawn from the market in the coming year because of mutagenic effects. Glyphosate was last year classified by the WHO as "probably carcinogenic." Despite these health hazards, the volume of pesticides used in South America is growing at a fast pace. Especially in soybean-growing regions, the incidence of poisoning and malformations is increasing dramatically. The vast monocultures not only threaten the rainforests and biodiversity, but also food security. The massive expansion of soybean cultivation is displacing a growing number of small farmers. Native crops are disappearing, which is resulting in food shortages in many regions. Traditional seeds adapted to local conditions are hardly used anymore. Despite the risks to the environment and health, BAYER last year applied for an E.U. import license for several genetically modified soybean varieties. The E.U. parliament opposed approval. Nevertheless, BAYER is maintaining the application.



In the USA, BAYER intends to market soybean seed named *Balance Bean* from 2017. This is resistant to glyphosate and isoxaflutole. In a further step, additional glufosinate resistance is to be incorporated.

*Credenz* and *Balance Bean* are prime examples of the wrong course being taken in agrochemicals as propagated by BAYER. The massive use of herbicides is leading to the creation of resistant “superweeds,” which must be controlled with ever increasing amounts of increasingly toxic pesticides.

The *Coalition against BAYER-Dangers* demands that this vicious circle be broken. Hazardous herbicides like glyphosate and glufosinate must be banned. Agriculture must be converted to agroecological processes. This would increase food security and reduce the use of fossil raw materials.

### Duogynon

The BAYER Group is acting irresponsibly in the case of the former Schering product, Duogynon. This hormone-based pregnancy test is suspected of having caused thousands of malformations. Nevertheless, the company has refused any assistance in clarifying the case and is hiding behind a supposed limitation period. BAYER does not respond to offers of discussions with the injured parties. New and publicly accessible documents in the Berlin State Archive clearly show the extent of the cover-up and are indicative of a second Contergan (thalidomide) case. For example, the documents contain numerous letters from concerned doctors describing severe malformations in their patients. There is also a letter from a supposedly independent scientist who sent his report to Schering before publication requesting suggestions for correction. Schering subsequently sent this report by way of exoneration to doctors submitting queries and to the former German Federal Health Office. Yet animal studies conducted by the company in 1969 had already shown clear abnormalities and malformations. However, Schering did nothing and continued unscrupulously selling the product. Back then, Schering repeatedly met with representatives of Grünenthal, the manufacturer of Contergan (thalidomide).

One man purporting to be a Schering employee contacted the injured parties in 2011 and claimed that he himself had bribed scientists so that they would “embellish” the results of animal studies. He is still scared to go public because he fears losing his company pension. In England, a parliamentary investigation was initiated in 2015. It is expected to result in highly negative reporting for BAYER. BAYER must finally pay up for the mistakes of Schering as the predecessor company and apologize to the families. It is time to end this case and act responsibly.

The Board of Management of BAYER has not initiated any measures that would contribute to clarifying the case. They stall and fob off the victims. This kind of behavior is not worthy of a global corporation. The actions of the Board of Management therefore should not be ratified.

**Detailed information about the case can be found on the victims’ website [www.duogynonopfer.de](http://www.duogynonopfer.de)**

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

**The Supervisory Board does not adequately perform its supervisory role and its actions therefore should not be ratified.**

### Marketing of testosterone

“*Science for a better life*” stands for the promise that BAYER will use scientific findings for the wellbeing of sick people. As a manufacturer of drug products, it is BAYER’s duty to create effective medicines for known diseases with as few unwanted effects as possible. However, Bayer is acting differently in the marketing of testosterone (Nebido, Testogel). To improve marketing, new indications have been established for an existing medication that are intended to create new disease pictures (the supposed male menopause).

By way of advertising and agencies (e.g. *CGC Cramer Gesundheits Consulting*), BAYER is seeking to persuade doctors and patients that there is a male menopause which requires treatment (quote: “*Using PR to establish a new indication*”). The so-called andropause not only results in apathy and erectile dysfunction, but also in hair loss, bone pain, muscle wasting, sleep disorders, increased sweating, irritability and emotional crisis. BAYER subsidiary Jenapharm even developed a website [www.Testosteron.de](http://www.Testosteron.de) especially for marketing the product.

Various studies have since proved that the arguments for the new disease picture are medically untenable and, apart from increasing the pharmaceutical manufacturer’s sales, also increase the risks to health of those concerned. In 2015, the *German Society for Endocrinology* emphasized that the male menopause is a myth. It is a fact that testosterone levels physiologically decline from the age of 40. Declining strength is as normal as psychological and social crises during the course of life.

Disease mongering, i.e. inventing diseases or extending the indications of drug products, is a lucrative business and has been done successfully for years. Preferred areas are social taboos such as psychiatric illnesses and sexual disorders. Those affected don’t like talking about it but often obtain information from the internet or from popular medical journals.

Testosterone substitution can, for example, increase the cardiovascular risk and promote the development of prostate cancer. In addition, it creates a risk situation for patients who do not take the active substance as indicated. The use of testosterone preparations can also contribute to reducing lifespan rather than extending youthfulness.

Normal signs of aging should not be pathologized - especially not if the risks of treatment cannot be foreseen. Hormones should only be used in well-justified exceptional circumstances and not as lifestyle products.



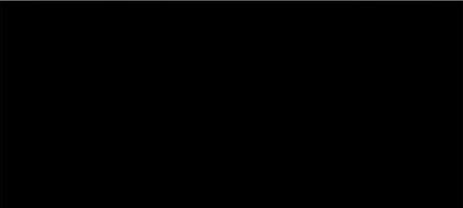
### Marketing of pesticides

Results of a survey of farmers in Punjab, India, concerning the marketing of Bayer products Larvon, Nativo, Confidor and Regent, currently the subject of a report to the Food and Agriculture Organization of the United Nations (FAO), indicate violation of the FAO code of conduct on pesticide management and Indian law. The report describes that, in violation of the FAO code, the products are not adequately labeled; the training of sales staff and access to affordable protective clothing suitable for the climate are not ensured; there is no effective monitoring of health and environmental damage; despite knowledge of damage, alternatives to the aggressive marketing policy - such as a suspension of sales - have neither been considered nor implemented. The label and instructions for use for Nativo, which is manufactured in Germany and marketed in India and contains tebuconazole as the active substance, also violate India's insecticides law. This requires an indication of health risks if this is necessary to protect people and nature. Failure to do so is punishable. In the E.U., an indication of the probable reprotoxic effects of tebuconazole is mandatory. This indication was missing on products available in Punjab in 2015, which was notified to the Indian authorities in a still pending complaint. There are also indications that Section 25 of Germany's Plant Protection Act has been violated if warnings are not applied on the export containers of pesticides, which must be punished by the German authorities as an administrative offense.

The United Nations Human Rights Committee demands that Germany strengthens those legal remedies which protect people who have been the victim of human rights violations arising from the overseas activities of German companies. The U.N. Guiding Principles on Business and Human Rights establish a responsibility by business enterprises to respect human rights, which Bayer accepts on paper. In Punjab, this acceptance would seem to have little value. A business practice which possibly violates national and international norms and is operated with the application of double standards should be grounds enough for the stockholders to oppose ratification of the actions of the Supervisory Board.

**Detailed information on the cases described above is available 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).

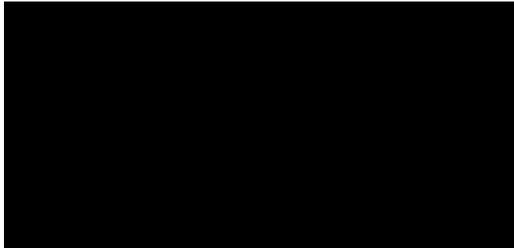


*With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 AktG in conjunction with Section 96, Sentence 2 AktG:*

*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 two women and eight men; therefore, at least one further woman must be elected as a stockholders' representative on the Supervisory Board.*

**From:** [REDACTED]  
**Date:** Wednesday, April 7, 2016, 12:16  
**To:** HV\_Gegenanträge  
**Re:** Countermotion - proposed candidate for election to the Supervisory Board by the Annual Stockholders' Meeting on April 29, 2016

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April 6, 2016

Bayer AG  
Aktionärsservice  
Postfach 1460  
61365 Friedrichsdorf  
bayer.hv@rsgmbh.com

**Countermotion - proposed candidate for election to the Supervisory Board by the Annual Stockholders' Meeting on April 29, 2016**

Ladies and Gentlemen:

Pursuant to Section 126 Para. 1 of the German Stock Corporation Act (AktG), I - as a stockholder (stockholder number [REDACTED]) of your company - propose the following person for election to the Supervisory Board as per **Agenda Item 4** of the Notice of the Annual Stockholders' Meeting on April 29, 2016:

**Diplom Betriebswirt (FH)** [REDACTED]

His degrees in engineering management and business administration and his many years of professional experience qualify him for this position.

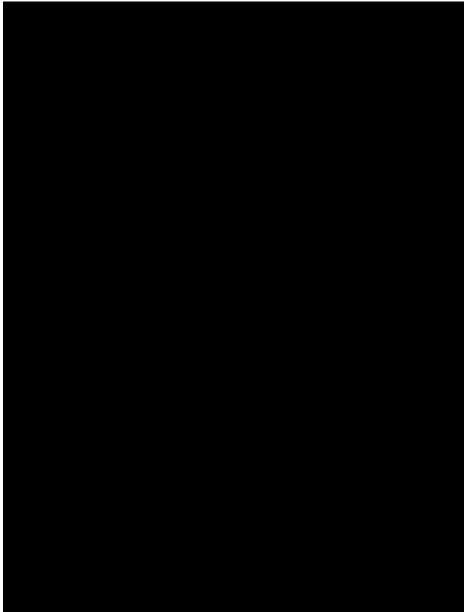
He is not a member of a management board or supervisory board of any other company.

Please confirm receipt of this letter. I also request that this proposal for election be published according to the requirements of the AktG.

Best regards,



# Application



[Redacted]

[Redacted]

99976 Rodeberg

Tel.: [Redacted]

Email: [Redacted]

Graduate in engineering management

Graduate in business administration

SAP Certified Application Associate - Financial Accounting ERP 6.0

19 years in manufacturing / FI / CO in industrial enterprises;

11 years FI / CO / SAP in service, commercial and industrial enterprises

Berlin, April 14, 2016

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**Annual Stockholders' Meeting on April 29, 2016: Counter-motion concerning the risks to stockholders arising from the production of neonicotinoids**

Ladies and Gentlemen:

We hereby notify you that we will oppose Item 2 of the Agenda of the Annual Stockholders' Meeting proposing ratification of the actions of the members of the Board of Management, 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.

BAYER produces pesticides which are being associated with a decline in pollinating insects and harbor substantial risks to stockholders.

According to a statement by BAYER concerning sustainability policy, "[t]he health and safety of our employees, neighbors, customers, consumers and stakeholders are paramount, as is our continued stewardship of the environment and the quality and safe handling and use of our products." The Board of Management does not act in line with this statement.

BAYER produces clothianidin and imidacloprid. These are neonicotinoids that belong to the class of systemic pesticides. They are being associated with the enormous decline in pollinators and other useful living organisms and with negative impacts on the soil and water.

Worldwide, an increasing number of bees, butterflies and other pollinating animals are threatened with extinction. This development harbors substantial risks to global food production. According to the U.N. Intergovernmental Platform on Biodiversity & Ecosystem Services (IPBES), food with a value of between EUR 213 and 523 billion is dependent on pollinating processes each year.



Scientists are convinced that the widespread use of neonicotinoids and disappearing insect habitat are among the key factors in the decline of pollinator populations. An analysis of 800 peer-reviewed studies published by independent international scientists from the Task Force on Systemic Pesticides showed that neonicotinoids are a serious hazard to pollinators, including bees and butterflies. Birds and earthworms are also at risk.

Now that the research findings are available and customers' preferences are clear, governments and companies are starting to ban neonicotinoids. For example, in December 2013, the European Union greatly restricted the use of three neonicotinoids. In March 2016, France's National Assembly voted to ban neonicotinoids. The use of these pesticides is also highly restricted in the Canadian provinces of Ontario and Quebec. Just a few days ago, the U.S. state of Maryland passed a law prohibiting the sale to consumers of products containing neonicotinoids. BAYER's continued earnings from the production of neonicotinoids will negatively impact the value of the BAYER share in the long term. The company should focus its significant research and development spending on alternatives for these substances.

The actions of the members of the Board of Management, which is responsible for the company continuing to offer clothianidin and imidacloprid, should not be ratified. For more information go to <https://action.sumofus.org/de/a/bayer-bees-lawsuit-de/>

We request that this countermotion and its justification be published pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

