Debt Investor Information

Status: FY 2023/Q1 2024
As of 14th May 2024
Cautionary Statements Regarding Forward-Looking Information

This presentation may contain forward-looking statements based on current assumptions and forecasts made by Bayer management.

Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. These factors include those discussed in Bayer’s public reports which are available on the Bayer website at http://www.bayer.com/

The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.
Bayer: A Global Leader in Health & Nutrition

Crop Science
- #1 in Seed & Traits with Leading Crop Protection Portfolio
- >200 bn€ exp. Global Ag Input Market & Related Adjacencies by 2030

Pharmaceuticals
- Strong market positions in key therapeutic areas / resilient base
- Rebuilding R&D with technology platforms and improved productivity

Consumer Health
- Iconic brands with leading market positions
- 3-5% CAGR CH Global Market

Well Positioned in Growing Markets
to address
Major Societal Needs and Ecological Challenges
with the
Power of Innovation.

Health for All, Hunger for None.

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1 Outlook, internal market model in-market sales OTC medicines, data from IQVIA, Nicholas Hall
With Our Business We can Make Unique and Relevant Contributions

OUR MISSION and VISIONS

- Produce 50% More. Restore Nature. Scale Regenerative Ag.
- Treat the Untreatable. Cure Disease. Offer Hope.
- Help over 1bn People to Live Healthier Lives with most Trusted Self-Care Solutions.

OUR SYSTEMIC RELEVANCE

- Climate Action: Our impact on the 55GT of CO2 in our value chain
- Health Equity: Our impact on 4b people with no access to basic health care
- Food Security: Our impact on 1bn chronically hungry people
Sustainability is and will be an Important Value Driver for Bayer

Sustainability-related value creation along access, adaptation, and mitigation

**CROP SCIENCE**

- **Regenerative Ag & Smallholder Access**
  - Solutions with improved sustainability profiles
  - Examples: Cover Cress, Direct Seeded Rice, Short Stature Corn, Hybrid Wheat, Biofuels, Biologics & Crop Nutrition...

**PHARMA**

- **Access and Social Business Model**
  - Innovation & focus on breakthrough technologies (e.g. CGT)
  - Global Health Unit

- **Pricing Strategy**
- **Climate Resilience in Product Supply**
- **Neglected tropical diseases (NTDs)**

**CONSUMER HEALTH**

- **Access, Climate & Health**
  - Access to high-quality nutrition
  - Access to self-care in low-income countries
  - Addressing climate impact on health (supporting upper respiratory, cardio)

- **Reduced Ecological Footprint**
- **Inclusive Growth**
- **Responsibility Along the Value Chain**
We have Ambitious Measurable Targets for Sustainable Development

Our 2030 Targets positively contribute to today’s pressing challenges

*Detailed descriptions can be found here: [https://www.bayer.com/en/sustainability/targets](https://www.bayer.com/en/sustainability/targets)*

**Help more PEOPLE thrive**

- **Support 100m smallholder farmers in LMICs**
- **Fulfill the need of 100m women in LMICs** for modern contraception
- **Support 100m people** in underserved communities with self care
- **Achieve gender balance** at all managerial levels

**PH:** Increase availability and affordability of our innovative pharma products in LMICs

**Decrease ECOLOGICAL footprint**

- **Climate Action**
  - 42% reduction target for Scope 1 & 2
  - 12.3% reduction target for relevant Scope 3 categories
- **Net Zero emission target by 2050 or earlier** (Scope 1, 2 & 3) incl. our entire value chain
- **Water strategy** addressing our own operations and up-/downstream activities

- **CS:** -30% on-field greenhouse gas emissions in key agricultural crops in main regions;
- **Food Security:** -30% environmental impact of our crop protection products
- **CH:** Transition all Consumer Health products to 100% recycle-ready packaging

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1 LMIC: low and middle income countries - all countries included in the World Bank list as per 1 July 2019
2 Underserved: economically or medically
3 By 2029 from a 2019 base year
4 An increased reduction target of 25% is currently being reviewed by SBTi.
5 The target has been submitted to the SBTi and is currently being evaluated.
**FY 2023: Achieved Revised Outlook**

<table>
<thead>
<tr>
<th></th>
<th>FY 2023 Outlook</th>
<th>FY 2023 Actuals</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>in €bn</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net Sales</strong></td>
<td>46.8 - 47.8</td>
<td>47.6</td>
</tr>
<tr>
<td><strong>EBITDA</strong> (before special items)</td>
<td>11.1 - 11.6</td>
<td>11.7</td>
</tr>
<tr>
<td><strong>Core EPS (in €)</strong></td>
<td>6.20 - 6.40</td>
<td>6.39</td>
</tr>
<tr>
<td><strong>Free Cash Flow(^1)</strong></td>
<td>~ 0</td>
<td>1.3</td>
</tr>
<tr>
<td><strong>Net Fin. Debt</strong></td>
<td>~ 36</td>
<td>34.5</td>
</tr>
</tbody>
</table>

\(^1\) Litigation related net payouts (settlements, judgements, reimbursements from insurances) amounting to -2.1 bn€.
Bayer Key Financials

2023 EBITDA before Special Items in €bn

<table>
<thead>
<tr>
<th>Segment</th>
<th>2019</th>
<th>2020</th>
<th>2021</th>
<th>2022</th>
<th>2023</th>
</tr>
</thead>
<tbody>
<tr>
<td>Crop Science</td>
<td>5.0</td>
<td>5.2</td>
<td>1.4</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pharma</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Consumer Health</td>
<td>1.4</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Capital Expenditures 2023 in €bn

<table>
<thead>
<tr>
<th>Segment</th>
<th>2019</th>
<th>2020</th>
<th>2021</th>
<th>2022</th>
<th>2023</th>
</tr>
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<tr>
<td>Crop Science</td>
<td>1.6</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Pharma</td>
<td>1.2</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Consumer Health</td>
<td>0.2</td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

Research & Development Expenses 2023 in €bn

<table>
<thead>
<tr>
<th>Segment</th>
<th>2019</th>
<th>2020</th>
<th>2021</th>
<th>2022</th>
<th>2023</th>
</tr>
</thead>
<tbody>
<tr>
<td>Crop Science</td>
<td>1.9</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Pharma</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Consumer Health</td>
<td>0.2</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Free Cash Flow in €bn

<table>
<thead>
<tr>
<th>Year</th>
<th>Crop Science</th>
<th>Pharma</th>
<th>Consumer Health</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>4.2</td>
<td>1.3</td>
<td>1.4</td>
</tr>
<tr>
<td>2020</td>
<td>1.3</td>
<td></td>
<td>1.4</td>
</tr>
<tr>
<td>2021</td>
<td>3.1</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2022</td>
<td>1.3</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2023</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Net Financial Debt in €bn

<table>
<thead>
<tr>
<th>Year</th>
<th>Crop Science</th>
<th>Pharma</th>
<th>Consumer Health</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>34.1</td>
<td>30.0</td>
<td>33.1</td>
</tr>
<tr>
<td>2020</td>
<td>30.0</td>
<td></td>
<td>31.8</td>
</tr>
<tr>
<td>2021</td>
<td>33.1</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2022</td>
<td>31.8</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2023</td>
<td>34.5</td>
<td></td>
<td></td>
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</table>
**FY 2024 Outlook: Updated FX Estimates**

<table>
<thead>
<tr>
<th></th>
<th>2023 as reported</th>
<th>2024 at constant FX(^1)</th>
<th>2024 estimated FX impact(^2)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net Sales</strong></td>
<td>47.6</td>
<td>-1% to +3%</td>
<td>-2% to -3%pts</td>
</tr>
<tr>
<td><strong>EBITDA (before special items)</strong></td>
<td>11.7</td>
<td>-9% to -3%</td>
<td>~ -4%pts</td>
</tr>
<tr>
<td><strong>Core EPS (in €)</strong></td>
<td>6.39</td>
<td>5.10 to 5.50</td>
<td>~ -0.30</td>
</tr>
<tr>
<td><strong>Free Cash Flow</strong></td>
<td>1.3</td>
<td>2.0 to 3.0</td>
<td>~ -0.3</td>
</tr>
<tr>
<td><strong>Net Financial Debt</strong></td>
<td>34.5</td>
<td>32.5 to 33.5</td>
<td>~ 0.5</td>
</tr>
</tbody>
</table>

\(^1\)Reflects our 2024 guidance at the average actual currencies for 2023; \(^2\)Estimated FX impact: Currency assumptions based on month-end March 2024 spot rates (1 EUR=1.08 USD, 5.40 BRL, 7.85 CNY, 927 ARS, 34.94 TRY). Impact is calculated as difference to constant currencies.
We Accelerate Cash Generation and Manage Adverse Impacts

Driving Operational Performance and Strengthen Cash Flow

- **Growth**: Drive profitable growth beyond Xarelto LoE
- **Margin**: Focused spend and realization of savings
- **Balance Sheet Efficiency**: Working Capital Optimization, Focused CAPEX spend
- **Divestment Proceeds**: Prudent asset review below divisional level

Adverse Effects

- **Litigation related Payouts**: Settlements and defense
- **Severance Payouts**: Cash outs for DSO related personnel reductions
Our New Operating Model Yields Several Advantages

**Sustainable Cost EFFICIENCIES**
- Elimination of roles, processes and activities not focused on our mission
- Reduction of management layers

**GROWTH through Customer Centricity**
- Self-managed customer- and product teams with much greater autonomy
- Faster response to customer needs

**GROWTH through Innovation Speed**
- Increased speed to market due to shorter innovation cycles and faster decision-making in self-direction
- More dynamic resource flow to highest-impact priorities

Early financial implications

€ 2 bn in sustainable organizational savings by end of 2026
Through 2026: Enhance Performance and Regain Flexibility

**GROUP**
- Implement **dynamic shared ownership** to improve performance and fuel growth
- **Strengthen cash flow**
- Improve towards single A category rating
- Advance strategies to contain litigation

**CROP SCIENCE**
- Outgrow market in core business
- Improve profitability
- Extend innovation leadership with annual portfolio refresh and advancement of blockbuster technologies

**PHARMA**
- Support topline resilience during LoE’s of major products
- Drive productivity gains to support margins
- Advance early assets to re-create promising mid-/late pipeline

**CONSUMER HEALTH**
- Grow above market
- Maintain profitability at competitive margin levels
- Further build our iconic brands through innovation and commercial excellence
We Prioritize our Capital Allocation to Achieve a Step Down in Debt

**Organic Investments**

(before Free Cash Flow)

- Ongoing and New Launches
- Focused R&D Investments
- Focused CAPEX Spend (incl. BD&L\(^1\))

**Cash Generation**

- **FREE CASH FLOW**
- Limited Divestments

**Cash Usage**

- Minimum Dividend
- **DEBT REDUCTION**
  - Improve Towards Single A Category Rating
- Limited Acquisitions

\(^1\)Business Development & Licensing.
Bayer Pursues a Conservative Financial Policy…

Key objectives
- Ensure liquidity and creditworthiness
- Long term ambition of investment grade rating towards A category
- Sustained increase in enterprise value

Financing Instruments
- Syndicated credit facilities
- Global Commercial Paper program
- Senior bonds in different currencies
- Hybrid bonds
- Equity-linked instruments

Prudent debt management with excellent access to diverse sources of liquidity
… and is Ambitious to Improve Its current Investment Grade Ratings towards the "A" Category

![Development of Ratings and Leverage](image)

**Agency** | **Long Term Rating over time** | **ST-Rating**
--- | --- | ---
S&P | A BBB+ A- | BBB
Moody's | A3 | Baa1 Baa2
Fitch² | BBB+ A- A | A- BBB+

**Agency** | **LT-Rating** | **Outlook** | **ST-Rating**
--- | --- | --- | ---
S&P | BBB | Stable | A-2
Moody's | Baa2 | Negative | P-2
Fitch | BBB | Stable | F2

¹ Figures as reported in the respective year’s annual report without restatements
² Solicited since 2018
Bayer’s Maturity Profile is Well Balanced

Bond Maturity Profile (€bn) as of March 31, 2024

- USD RegS/144a
- EUR Senior Bonds
- Hybrid (First Call Dates)

Currency Exposure incl. Derivatives as of March 31, 2024

- €37.5bn Net Financial Debt

1 Converted at quarter-end FX rate EURUSD 1.08
2 Based on quarter-end FX rates
## Overview of Bayer’s Funding Structure

### Net Financial Debt

<table>
<thead>
<tr>
<th></th>
<th>Dec. 31, 2022</th>
<th>Dec. 31, 2023</th>
<th>March 31, 2024</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bonds and notes / promissory notes</td>
<td>€ 36,602</td>
<td>€ 40,852</td>
<td>€ 41,312</td>
</tr>
<tr>
<td>of which hybrid bonds²</td>
<td>€ 4,528</td>
<td>€ 4,878</td>
<td>€ 4,879</td>
</tr>
<tr>
<td>Liabilities to banks³</td>
<td>€ 3,484</td>
<td>€ 784</td>
<td>€ 1,765</td>
</tr>
<tr>
<td>Lease Liabilities</td>
<td>€ 1,234</td>
<td>€ 1,238</td>
<td>€ 1,251</td>
</tr>
<tr>
<td>Liabilities from derivatives⁴</td>
<td>€ 190</td>
<td>€ 217</td>
<td>€ 69</td>
</tr>
<tr>
<td>Other financial liabilities</td>
<td>€ 142</td>
<td>€ 1,915</td>
<td>€ 1,871</td>
</tr>
<tr>
<td>Receivables from derivatives⁴</td>
<td>(€ 61)</td>
<td>(€ 39)</td>
<td>(€ 72)</td>
</tr>
<tr>
<td><strong>Financial debt</strong></td>
<td>€ 41,591</td>
<td>€ 44,967</td>
<td>€ 46,196</td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>(€ 5,171)</td>
<td>(€ 5,907)</td>
<td>(€ 4,725)</td>
</tr>
<tr>
<td>Current financial assets⁵</td>
<td>(€ 4,611)</td>
<td>(€ 4,562)</td>
<td>(€ 3,983)</td>
</tr>
<tr>
<td><strong>Net financial debt</strong></td>
<td>€ 31,809</td>
<td>€ 34,498</td>
<td>€ 37,488</td>
</tr>
</tbody>
</table>

1 For definition see Annual Report 2023, A 2.3 “Alternative Performance Measures Used by the Bayer Group.”

2 Classified as debt according to IFRS

3 Including both financial and nonfinancial liabilities

⁴ Including the market values of interest-rate and currency hedges of recorded transactions

⁵ Including short-term receivables with maturities between 3 and 12 months outstanding from banks and other companies, financial investments in debt and equity instruments that were recorded as current on first-time recognition.

### Nominal Volume of Major Instruments (bn)

- **Senior EUR Bonds**: €16.3
- **Senior USD Bonds**: $22.2
- **Hybrid EUR Bonds**: €4.9
- **Commercial Paper**: €1.8

### Further undrawn Source of Liquidity:
- ** Syndicated Loan Facility**: €4.5
### Short-Term Funding: Commercial Paper Program

Commercial Paper (CP) is a short-term unsecured debt instrument. CP are normally issued at a discount and redeemed at nominal value. It is structured as a SEC regulation’s section 4(a)(2) program so that there are no restrictions related to the use of proceeds.

| Issuer | Bayer AG, Germany  
| Guantor | Bayer AG  
| Term | Between 1 and 364 days  
| Program Amount | €5bn or equivalent  
| Markets | U.S. market (USCP) and Euro market (ECP)  
| Dealer |  
| Issue and Paying Agent |  

### Long-Term Funding: Debt Issuance Program

Under the Debt Issuance Program (DIP) Bayer may from time-to-time issue senior unsecured notes. The notes may be distributed by way of public or private placement and in each case on a syndicated or non-syndicated basis.

| Issuer | Bayer AG, Germany  
| Program Amount | €20bn  
| Term | 12 months or more  
| Dealer | Deutsche Bank and further banks as dealer of the day  
| Arranger | Deutsche Bank  
| Paying Agent | Deutsche Bank  
| Listing | Regulated Market of Luxembourg Stock Exchange  
| Purpose | General Corporate Funding Purposes  

// Bayer Debt Investor Relations // Status: FY 2023/Q1 2024
### Back-up Revolving Credit Facility

The multicurrency Syndicated Loan Facility can be used for general corporate purposes and is primarily a back-up line. Thus, it is not intended to be drawn in the course of ordinary business. The participating banks form Bayer’s global banking group. Last renewed in December 2018, the credit facility was self-arranged.

| Borrower      | Bayer AG, Germany  
<table>
<thead>
<tr>
<th></th>
<th>Bayer Corporation, USA</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Amount</td>
<td>€4.5bn, thereof €1.5bn/$1.5bn Swingline</td>
</tr>
<tr>
<td>Signing</td>
<td>December 2018, amended with an ESG feature in July 2021</td>
</tr>
<tr>
<td>Initial Tenor</td>
<td>5Y + two 1Y extension options (second extension option also used)</td>
</tr>
<tr>
<td>Syndicate Size</td>
<td>23 Banks</td>
</tr>
<tr>
<td>Purpose</td>
<td>General Corporate Purposes</td>
</tr>
</tbody>
</table>
Main Issuing Entities at Bayer Group

Bayer AG
- Germany

Bayer US Finance LLC
- USA
  - USD Bonds
Bayer US Finance II LLC
- USA
  - USD Bonds
Bayer Corp.
- USA
  - USD Bonds
Monsanto Company
- USA
  - USD Bonds

Hybrid Bonds

EUR Bonds

Bayer Capital Corp. B.V.
- Netherlands
  - EUR Bonds

Instruments issued or guaranteed by Bayer AG
Indirect Hold through other entities
Hybrid Bonds at Bayer

<table>
<thead>
<tr>
<th>Hybrid Bond</th>
<th>Coupon ( in%)</th>
<th>Outstanding Volume (in bn €)</th>
<th>Initial Credit Spread</th>
<th>1st Step-Up</th>
<th>2nd Step-Up</th>
</tr>
</thead>
<tbody>
<tr>
<td>NC10</td>
<td>3.75</td>
<td>0.7</td>
<td>230 bps spread + 5Y Swap¹</td>
<td>+25 bps/Jul 24</td>
<td>+75 bps/Jul 44</td>
</tr>
<tr>
<td>NC5.5</td>
<td>2.375</td>
<td>0.4</td>
<td>264.7 bps spread + 5Y Swap¹</td>
<td>+25 bps/May 30</td>
<td>+75 bps/May 45</td>
</tr>
<tr>
<td>NC8</td>
<td>3.125</td>
<td>0.75</td>
<td>310.8 bps spread + 5Y Swap¹</td>
<td>+25 bps/Nov 32</td>
<td>+75 bps/Nov 47</td>
</tr>
<tr>
<td>NC5.5</td>
<td>4.5</td>
<td>0.5</td>
<td>375.1 bps spread + 5Y Swap¹</td>
<td>+25 bps/Sept 32</td>
<td>+75 bps/Sept 47</td>
</tr>
<tr>
<td>NC8.5</td>
<td>5.375</td>
<td>0.8</td>
<td>445.8 bps spread + 5Y Swap¹</td>
<td>+25 bps/Sept 35</td>
<td>+75 bps/Sept 50</td>
</tr>
<tr>
<td>NC5.25</td>
<td>6.625</td>
<td>0.8</td>
<td>343.2 bps spread + 5Y Swap¹</td>
<td>+25 bps/Dec 33</td>
<td>+75 bps/Dec 48</td>
</tr>
<tr>
<td>NC8.25</td>
<td>7</td>
<td>1.0</td>
<td>389.6 bps spread + 5Y Swap¹</td>
<td>+25 bps/Dec 36</td>
<td>+75 bps/Dec 51</td>
</tr>
</tbody>
</table>

1 Swap is reset every fifth year starting with the first reset date
2 Optional Redemption Date

// Bayer Debt Investor Relations // Status: FY 2023/Q1 2024
## Upcoming Events 2024

<table>
<thead>
<tr>
<th>Date</th>
<th>Event/ Publication</th>
</tr>
</thead>
<tbody>
<tr>
<td>Friday, April 26, 2024</td>
<td>Annual Stockholders’ Meeting 2024</td>
</tr>
<tr>
<td>Tuesday, May 14, 2024</td>
<td>Q1 2024 Results / Quarterly Statement</td>
</tr>
<tr>
<td>Tuesday, August 6, 2024</td>
<td>Q2 2024 Results / Half-Year Report</td>
</tr>
<tr>
<td>Tuesday, November 12, 2024</td>
<td>Q3 2024 Results / Quarterly Statement</td>
</tr>
</tbody>
</table>

Please note that the event calendar might be subject to changes.
## Contacts at Bayer

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Building</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Sven Vorstius</td>
<td>Head of Corporate Funding</td>
<td>Q 26</td>
<td>D-51368 Leverkusen</td>
</tr>
<tr>
<td></td>
<td>E-Mail: <a href="mailto:Sven.Vorstius@bayer.com">Sven.Vorstius@bayer.com</a></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Tobias Feld</td>
<td>Manager Investor Relations</td>
<td>W 11</td>
<td>D-51368 Leverkusen</td>
</tr>
<tr>
<td></td>
<td>E-Mail: <a href="mailto:Tobias.Feld@bayer.com">Tobias.Feld@bayer.com</a></td>
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