



Bayer Bioethics Council | Charter

Revised 23 Dec 2022

§ 1 Preamble

Innovation is at the core of Bayer's mission "Science for a better life". Emerging Life Science technologies are advancing rapidly and deliver the opportunity for significant positive impact on society, people, and the environment. Bayer is committed to use emerging technologies in a bioethically responsible way within its own business activities in its divisions Pharmaceuticals, Crop Science and Consumer Health, and with a specific focus on research and development.

Bayer seeks to actively take part in the development of bioethical standards, to engage with society and relevant stakeholders, and to address their concerns.

Bayer is establishing an independent external Bioethics Council to ensure a broad independent perspective and advise on complex ethical questions related to emerging Life Science technologies, and to support Bayer in further developing bioethical guidelines for its decision making. Bioethical considerations related to human health and respective ecosystems will be the key focus topic of the Bioethics Council's work.

§ 2 Purpose & tasks

The Bioethics Council is an independent advisory body that acts to support and provide feedback to Bayer in the development of positions on key bioethical questions and in further developing bioethical guidelines for its decision-making.

The Bioethics Council provides ethical expertise and educational support to Bayer's Medical and related Regulatory Governance Committee, Bayer's Research and Development Executive Committee, and other relevant functions with regards to bioethical matters in the context of R&D-related innovation in life sciences, with a focus on medical topics, bioengineering and artificial intelligence, and which may concern the discovery, development, manufacturing, and use of human health directed treatments and therapies as well as agricultural products and practices for implementation. Topics will be aligned with the Bioethics Office.

The Bioethics Council

- advises Bayer on how to ensure bioethics is an integral part of the R&D contributions,
- examines Bayer's policies with respect to bioethics and provides input on strategic shifts,
- evaluates Bayer's progress towards the implementation of its bioethics strategies and guidelines,
- consults on the main drivers behind contemporary bioethics topics (i.e., technological advancement and social change) relevant to Bayer's work.



§ 3 Guiding principles

Independence

The Bioethics Council provides independent external ethical expertise and educational support on bioethics matters. Its members are independent and not driven by business and/or partisan political motivations. The Council has been designed in several ways to safeguard that independence, including:

- Council Members are appointed for fixed terms.
- Council Members are paid on an hourly basis for their work. Bayer ensures that no Council Member feels economically beholden to the company by paying Council Members only a modest honorarium for their work that does not exceed the fair market value of their work and they are free to decline.

Bayer has explicitly guaranteed the right of Council Members to speak publicly about any of the topics the Council considers, as well as topics that may become relevant to the Council in the future. Council members are limited only in that they in their writing or other engagement with the public may not disclose and/or make use of information shared with the Council classified as “internal”, “restricted”, “secret” or “confidential” and/or which confidential nature is obvious. A non-disclosure agreement is part of the Bioethics Council member’s contract.

Equality and respect

The Bioethics Council is based on the principle of equality of all its members and mutual respect among each other which includes that the Bioethics Council members and Bayer do not disclose, or attribute opinions raised by individuals in council discussions.

Good faith

All members fulfil the obligations assumed by them in accordance with the present Charter in good faith, in order to enjoy the appropriate rights and benefits resulting from said membership.

Open and trusted communication

The Bioethics Council members communicate in an open and trusted way among each other, with Bayer and with third-party stakeholders.

Transparency

Bayer is committed to the guiding principles of transparency regarding the work and collaboration with the Bioethics Council.

Expertise and division of work

All members contribute with their knowledge, experience and expertise to the work of the Bioethics Council.

The Bioethics Council’s spokesperson shall work towards compliance of its members with these principles.



§ 4 Membership of the Bioethics Council

The Bioethics Council includes highly renowned experts from different backgrounds related to Bioethics.

It consists of experts in the field of Bioethics with a focus on, e.g., Medicine; Law; Philosophy; Theology; Technology; Patient Advocacy; Genetics; Agriculture; Artificial Intelligence, and shall reflect diversity in terms of gender, geography, culture, institution, and age.

In organizational terms, the Bioethics Council will be supported by the Bayer Bioethics Office, headed by the Bayer Bioethics Office Lead designated by Bayer.

§ 5 Rights and responsibilities of Bioethics Council members

The Bioethics Council members have access to all relevant information necessary to get a holistic understanding on matters related to bioethics at Bayer.

Within the scope of the Bioethics Council's work Bioethics Council members and Bayer representatives jointly define focus areas/ topics for their work (aside from the overarching picture that will be discussed with the Bioethics Council regularly).

The Bioethics Council is an advisory body without executive power on the operational business. This means: while the Council offers ethical expertise, educational support and advises on ethical issues associated with alternative courses of action to Bayer, ultimately all decisions on what policies and actions to adopt remain with Bayer. Bayer thus remains solely responsible for the implementation of bioethics governance. Provided that Bayer is not prevented by any confidentiality obligations towards third parties, it commits to transparently explain to the council how any advice was incorporated or give feedback on why any advice was not accepted.

§6 External communication

The Bioethics Council's work is transparently reported to the public, e.g., in the form of a summary and / or on selected topics.

Bayer and the members of the Bayer Bioethics Council may inform the public about the work of the Bioethics Council, including its purpose, setup, members, meeting dates, and general topics discussed.

Further external communication by the Bioethics Council overall or Bayer always have to be based on mutual consent and aligned case by case.

While Bayer or the Bioethics Council may make external communications regarding the work of the Bioethics Council, the content of the Council meetings themselves and the deliberation of the Council members shall remain confidential. External communication will concern only the work of the Bioethics Council and will not be used to approve Bayer's practices in general.

§ 7 Mode of operation

The Bioethics Council convenes in full twice a year for two or three days (physically or virtually). In addition, its members will also provide advice as individuals or in small focus groups or workshops on specific topics upon request.



Representatives of the Bayer Bioethics Office will be responsible for writing the meeting minutes comprising the key points and results of the discussion. The minutes will be approved by the Bioethics Council members and kept confidential.

(1) Meetings in full

Bayer's Chief Medical Officer, Head Corporate R&D and Social Innovation, Head of Ethics and Sustainability and select representatives from the Bayer's Medical and related Regulatory Governance Committee and Bayer's Research and Development Executive Committee are invited to all sessions. The Bayer Bioethics Office will organize these meetings in alignment with the Bioethics Council member's availability and the Bayer organization.

The two regular meetings of the Bioethics Council shall also serve to provide ethical expertise and educational support to Bayer on specific bioethics questions, and collect and discuss impressions, external trends, and ideas going forward.

The Bioethics Council can propose to invite internal and external stakeholders to discuss specific topics.

(2) Advice on specific topics (aside from the meetings in full)

In addition, on occasion Bayer may ask particular members of the Bioethics Council to provide individual support on issues of particular importance or expertise. The Bayer Bioethics Office Lead will lead on liaising with Bayer in these cases. The other Bioethics Council members will be informed about the content of individual counselling.

§ 8 Bioethics Council bodies

(1) Representative of the Council

The Bioethics Council members may elect one or two of their members to serve as Representatives. Representation is renewable once. Consecutive terms of office shall have a duration of 2 years.

The duties of the Representative include:

- overseeing that the values and the operating model, as agreed by the Bioethics Council, are observed by all participants,
- ensuring the recommendations of the Bioethics Council are nonpartisan and equitably reflect the opinions of individual members,
- verifying those individual contributions and opinions are reflected correctly in the meeting minutes.

(2) Bayer Bioethics Office

The Bayer Bioethics Office, including a Bayer Bioethics Office Lead and additional staff members, support and coordinate the Bioethics Council's work and its members.

The Bayer Bioethics Office's responsibilities include:

- ensuring seamless communication between the Bioethics Council and the Bayer organization, which includes addressing any queries from the Bioethics Council with the Bayer organization,



- preparing pre-reads and draft conclusions/statements for the meetings,
- facilitating the meetings,
- preparing meeting minutes and coordinating follow-ups of the meetings, white papers and further documents, if needed.

The Representative and the Bayer Bioethics Office Lead can request input from Bayer to ensure meaningful discussions within the Bioethics Council.

§ 9 Agreements among Bioethics Council members

Any recommendations of the Bioethics Council relating to ethical issues should be reached following an attempt at arriving at consensus. Divergent opinions, if any, on important individual matters shall be reported accordingly. No names will be assigned to positions.

In case of absence, the possibility to express one's perspective shall be allowed and encouraged via written procedure.

§ 10 Entry and term of Bioethics Council members

Bayer retains the right to assign any new or additional member/s.

The initial term of a member runs for two years. Council members may be renewed for subsequent one- or two-year terms if both the Council Member and Bayer agree.

§ 11 Dispute Settlement

All disputes arising out of or related to the work or recommendations of the Bioethics Council between Bioethics Council members, or Bioethics Council members and Bayer employees, shall be settled via mediation through the Bayer Bioethics Office Lead.

If needed the Bioethics Council's Representative can be consulted as an additional mediator in case of dispute.

§ 12 Transparency/ Conflict of interest

On an annual basis, members of the Bioethics Council will be asked to review and report to Bayer Bioethics Office Lead any conflicts of interest or commitment with their Bioethics Council membership duties. The Bioethics Office Lead will recommend steps to mitigate any such conflicts, should they arise, including but not limited to having a Council Member recuse themselves from consideration of a particular matter.

All Council members should disclose their Council membership in publication and other venues in accordance with conflicts of interest policies and disclosures in their fields.

§ 13 Entry into force

This Charter is enacted by Bayer after consultation with the Bioethics Council. Bayer can amend this Charter at any time after consultation with the Bioethics Council.