



# Corporate Governance Presentation

Annual Stockholders' Meeting

April 29, 2022





# 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's Focus Areas & Accomplishments

Since our **2021 Annual Stockholders' Meeting**, we reached out to stockholders representing **more than 55%** of outstanding shares and engaged with those representing **40%**, led by the **Chairman of our Supervisory Board**

Focus Areas	Select Key Responsive Actions in 2021
<b>Strategic Priorities</b>	<ul style="list-style-type: none"> <li>// At Capital Markets Day in March 2021, announced a specific action plan to accelerate our transformation, grow through innovation and create stockholder value</li> <li>// Announced 2022 to 2024 mid-term targets aligned with long-term vision</li> <li>// Significantly strengthened the early- and late-stage pipeline and continued to launch and roll-out late-stage assets while delivering on top-line and profitability</li> </ul>
<b>Risk Oversight</b>	<ul style="list-style-type: none"> <li>// Implemented and continuing to make progress against the Five-Point Plan</li> <li>// Recent jury verdict in our favor and all remaining trials for 2021 were vacated</li> <li>// Investing and innovating to develop new weed-control solutions; replacing glyphosate products in the U.S. residential L&amp;G market to manage litigation risk</li> </ul>
<b>Board of Management</b>	<ul style="list-style-type: none"> <li>// Appointment of Sarena Lin as Chief Transformation and Talent Officer, bringing global experience, strategic expertise, and leadership to lead large-scale transformations while increasing gender and ethnic diversity</li> <li>// Appointment of Rodrigo Santos as President of the Crop Science Division, bringing customer centric leadership, a strong capacity for innovation &amp; execution and more than 25 years of experience in agriculture while enhancing ethnic diversity</li> </ul>
<b>Supervisory Board</b>	<ul style="list-style-type: none"> <li>// Refreshed board with the appointment of 2 new independent stockholder representatives expanding skillset and geographical presence</li> <li>// Creation of dedicated ESG Committee focused on conducting oversight on the execution of Bayer's sustainability strategy</li> <li>// Implementing process enhancements following external board review</li> </ul>
<b>Remuneration Program</b>	<ul style="list-style-type: none"> <li>// Implemented sustainability targets into Board of Management remuneration program</li> <li>// Shifted composition mix reducing STI target from 100% to 90% and increasing LTI target from 150% to 160% further incentivizing execution of long-term goals</li> </ul>
<b>Sustainability</b>	<ul style="list-style-type: none"> <li>// Reporting against the SASB and TCFD frameworks</li> <li>// Published an Industry Association Climate Review assessing the alignment of our ambitious climate commitments</li> <li>// Approved 2030 Inclusion &amp; Diversity KPIs and targets</li> </ul>

**The Supervisory Board and Board of Management support ratification of the actions of all members of the Board of Management and Supervisory Board for the 2021 fiscal year based on the actions undertaken**



# A Global Leader in Health & Nutrition

Our combination of businesses uniquely positions us to benefit from significant growth through megatrends

## Crop Science

Providing crop protection and high quality seeds and expanding leadership in innovation, digital and sustainability to support a healthy and growing population while easing pressure and restoring ecosystems

## Pharmaceuticals

With our innovative products, we seek to achieve therapeutic benefit and better access for patients, while at the same time satisfying the growing requirements of physicians and health insurers

## Consumer Health

Increasing access to nonprescription medicines, nutritional supplements, and self-care products to encourage and support the health of growing and aging populations

### Megatrends through 2050

### Societal Needs

### Our Mission

#### Aging Population



**People 60+ more than doubling<sup>1</sup>**

**Preserve and restore health**

#### Growing Population



**+50%**  
More food and feed required to meet growing demand<sup>2</sup>

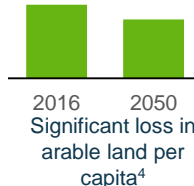
**Secure sufficient supply of quality food**

#### Pressure on Ecosystems



**-17%**  
Harvest losses from climate change<sup>3</sup>

**-20%**



**Use natural resources sustainably**

**We leverage science to address these social needs and help people and the planet thrive**



Science For A Better Life

- // Long-term megatrend tailwinds are propelling growing demand in Life Sciences
- // #1 in Ag inputs and leading positions in key Pharma and Consumer categories
- // World-class innovation: technological breakthroughs driven by bio-revolution
- // Accelerated transformation and further efficiency gains in our operations
- // Sustainability is both a corporate responsibility and a driver of value generation

(1) UNDESA 2017 (United Nations Department of Economic and Social Affairs, Population Division (2017). World Population Prospects: The 2017 Revision).

(2) FAO 2017, (FAO Global Perspective Studies).

(3) Nelson et. al, (2014); FAO 2016 "Climate change and food security."

(4) FAOSTAT (accessed Oct 30, 2018) for 1961-2016 data on land, FAO 2012 for 2030 and 2050 data on land, and UNDEDA 2017: World Population Prospects for world population data.





# Strategic Priorities to Progress Towards Our Mid-Term Targets

Bayer executed well against its strategic priorities in 2021 providing momentum into 2022, on track with our mid-term goals

**1**

**Leverage leading positions of our businesses in Health and Nutrition**

**2**

**Translate innovation strategies into profitable growth**

**3**

**Drive transformation of our company to enable execution of our strategy**

**4**

**Concentrate investments to drive further growth and innovation**

**5**

**Consistently deliver on our financial and sustainability commitments**



# Executing on a Clear Path to Close U.S. Glyphosate Litigation

In 2021, we took the following actions to define and compartmentalize the uncertainty and ambiguity related to the glyphosate litigation allowing us to focus on strategic and operational objectives that drive stockholder value

- ▶ With the five-point plan put in place in May 2021 and updated in July, we **are more in control of important aspects of the process** and have taken clear action to allow investors to focus on the long-term intrinsic value of Bayer
- ▶ Moved forward with a **clear legal defense strategy** to manage our short-term and medium-term exposure
- ▶ Took **decisive action** to limit any potential long-term liabilities
- ▶ Leveraged **strong arguments** for our U.S. Supreme Court appeal
- ▶ We included an **additional gross provision** of \$4.5 bn (~€3.8 bn) in Q2 2021 reflecting the company's potential long-term exposure – which leaves **significant upside** in case of a favorable U.S. Supreme Court ruling
- ▶ Recent jury verdict in our favor and **all remaining trials for 2021 were vacated**
- ▶ **Investing and innovating** to develop new weed-control solutions; **Replacing glyphosate products** in the U.S. residential L&G market to manage litigation risk



# Overview of Governance System & Recent Refreshment

## Supervisory Board

(Control level)

- // Oversees and advises Board of Management
- // Directly involved in decisions on matters of fundamental importance to the company
- // Responsible for the remuneration system of the Board of Management and target setting
- // Comprises 50% stockholder (10) and 50% (10) employee representatives

advises, oversees,  
appoints, dismisses

reports to

## Board of Management

(Executive level)

- // Responsible for independently managing the company
- // Develops and executes Bayer's strategy
- // Further areas of responsibility, e.g. budget, allocation of resources, risk management, external financial reporting

## 2 New Independent Director Appointments in 2021



**Dr. Fei-Fei Li**  
(joined Apr. 2021)

- // Professor of Computer Science, Stanford University
- // Brings prominent Artificial Intelligence experience with broad research interests, including in healthcare



**Alberto Weisser**  
(joined Apr. 2021)

- // Former CFO and CEO of Bunge Limited
- // Brings expertise in the agricultural industry as well as capital markets, finance and accounting

## Additional Updates

- ✓ Dedicated **ESG Committee** effective for 2022
- ✓ Expanded and diversified the **Nomination Committee** from 2 to 4 members

## New Appointments to Board of Management in 2021/2022



**Rodrigo Santos**  
*President, Crop Science Division<sup>1</sup>*

- // Over 25 years of agriculture experience
- // Positioned to set industry standards in the Crop Science division in terms of innovation and sustainability
- // Current Chief Operating Officer of Bayer's Crop Science division



**Sarena Lin**  
*Chief Talent & Transformation Officer*

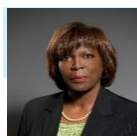
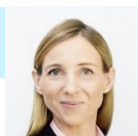

- // Head of HR, Strategy and Business Consulting, driving the accelerated transformation of Bayer
- // Labor Director, leading and overseeing human capital management matters
- // Former Executive Committee member, Elanco Animal Health Incorporated



# Supervisory Board Exhibits a Balanced Mix of Skills & Diversity


## Stockholder Representatives Support Oversight of the Board of Management


 **Prof. Dr. Winkeljohann** **Chairman**  
 // Former Chairman of the Board of Management of PricewaterhouseCoopers GmbH and Europe SE  
 // Extensive global experience in management, auditing and consulting


 **Ertharin Cousin**  **Dr. rer. nat. Simone Bagel-Trah**  **Horst Baier**

 **Dr. Fei-Fei Li**  **Alberto Weisser**  **Prof. Dr. Dr. h.c. Otmar D. Wiestler**











### 2022 Stockholder Representative Elections


 **Dr. Paul Achleitner<sup>1</sup>**  
 // Brings vast institutional knowledge to balance recent refreshment and ensure continuity given average tenure of the other stockholder representatives is less than four years; this will be his final term

 **Dr. Norbert W. Bischofberger<sup>2</sup>**  
 // Extensive R&D, healthcare and international business experience, including as CEO of Kronos Bio

 **Colleen A. Goggins**  
 // Extensive portfolio management, healthcare and international business experience, including as Former Worldwide Chairman of the Consumer Group at Johnson & Johnson

## Employee Representatives Ensure Consideration of Employee Interests<sup>3</sup>

 **Dr. Barbara Gansewendt**  **Francesco Grioli**  **Heike Hausfeld**  **Reiner Hoffmann**  **Frank Löllgen**  **Andrea Sacher**  **Claudia Schade**  **André van Broich**  **Heinz Georg Webers**  **Michael Westmeier**

 New addition to the Supervisory Board.

(1) Dr. Achleitner will step down from the Nominations Committee and the Human Resources Committee.

(2) Dr. Bischofberger is in compliance with the German Corporate Governance Kodex's recommendations for board commitments.

(3) Term of office for all 10 employee representatives ends at the upcoming AGM; elections are currently underway and will take effect as of the end of the 2022 AGM.





# Supervisory Board Exhibits a Balanced Mix of Skills & Diversity

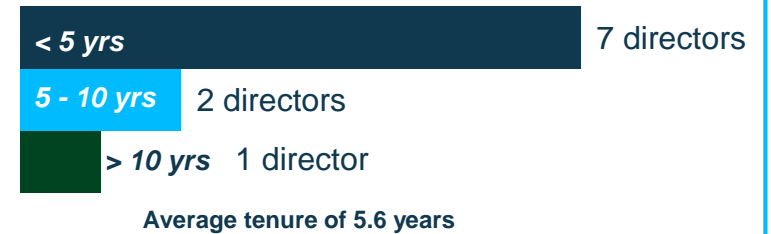
## Thoughtful Skills Composition, Robust Refreshment and Highly Diverse Board<sup>1</sup>

### Skills Composition Allows for Effective Oversight of Strategy

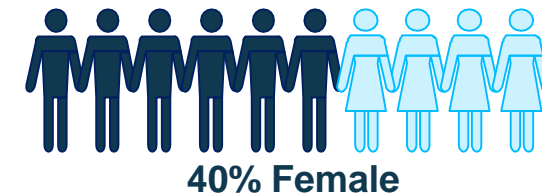


7 new directors  
added to the Board  
over last 5 years

### Tenure



### Gender Structure



### Age Range

45-67

relatively equal distribution

### International Diversity<sup>2</sup>





# Board of Management Remuneration Program

New

To further align management incentives with stockholder interests, we have shifted the overall compensation mix for our remuneration program, reducing the STI target from 100% to 90% and increasing the LTI target from 150% to 160% base pay<sup>1</sup>

Base Salary (BS)	// Fixed
Short-term Incentive (STI)	<div>1 Year Performance Period (Cap: 200%)</div> <div><div><div>33%</div><div>Core EPS (group level)</div></div><div><div>33%</div><div>Free Cashflow (group level)</div></div><div><div>33%</div><div>EBITDA / Sales Growth (division level)</div></div></div> <div><div>×</div><div>Individual performance / non-financial targets (0.8 – 1.2)</div></div>
Long-term Incentive (LTI) <sup>2</sup>	<div>4 year performance period (Cap: 250%)</div> <div><div><div>40%</div><div>Relative Total Shareholder Return<sup>3</sup></div></div><div><div>40%</div><div>ROCE (group level)</div></div><div><div>20%</div><div>Sustainability Goals (group level)</div></div></div> <div><div>×</div><div>Absolute share price development</div><div><div>+</div><div>Dividend equivalent</div></div></div>
Pension Scheme <sup>4</sup>	// For new hires since 2020, 40% of base salary is paid as a monthly cash allowance
Share Ownership Guidelines	<div>// CEO: Increased to 200% of base salary (previously 75%)</div> <div>// OBM: Increased to 100% of base salary (previously 75%)</div> <div>// Shareholding during service period plus 2 years</div>
Maximum total annual compensation is €12m for the CEO and €7.5m for all other Board of Management members	

(1) Overall effect to target remuneration is neutral.

(2) All changes were effective for 2020 other than the LTI, which shifted from equally weighted relative TSR and ROCE metrics to add a 3<sup>rd</sup> metric for sustainability goals.

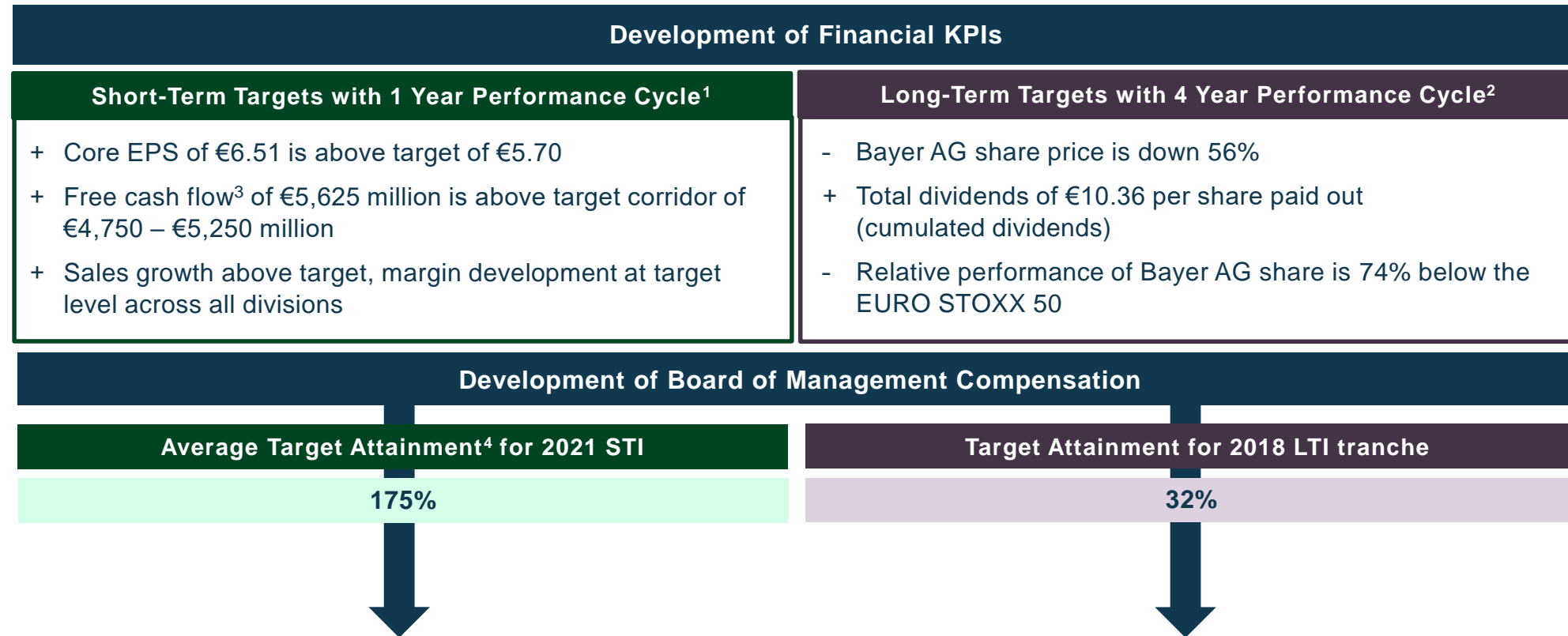
(3) Comparison with EURO STOXX® 50 TR.

(4) Change to pension scheme does not apply to existing service contracts, in line with the Shareholder Rights Directive and the German Corporate Governance Code.



# Board of Management Remuneration Program

Program design successfully demonstrates alignment of pay-for-performance



**The direct compensation paid out in 2021 was on average 92% of the contractually agreed target direct compensation**

(1) Performance cycle from Jan. 1, 2021 to Dec. 31, 2021.

(2) Performance cycle from Jan. 1, 2018 to Dec. 31, 2021.

(3) Free cash flow excluding payments made in connection with the settlement agreements concluded in the glyphosate, dicamba, PCB and Essure™ litigations (significant nonrecurring extraordinary effects).

(4) Average target attainment among Board of Management members.



# Short-Term Incentive Plan - Target Setting Process, Metrics and Attainment

Program design successfully demonstrates alignment of pay-for-performance

**Bayer's Supervisory Board takes a thoughtful approach to metric selection and target setting, which incorporates ambitious performance goals, supports long-term value creation and aligns pay with performance**

- // **Targets set in February 2021, based on the operational plan**, which take into account prior year performance, current market environment and business conditions and expectations for the coming year
  - SB challenges the targets to ensure they are sufficiently robust and ambitious but also achievable assuming performance expectations for the year are met
  - Targets for EPS, EBITDA margin and sales growth for 2021 were generally set lower than in 2020 based on parameters and business dynamics known at that time such as currency headwinds and a volatile market environment
- // **Free Cash Flow (FCF) metric excludes pre-defined, non-recurring extraordinary effects**
  - Ensures Management are appropriately incentivized to focus on factors within their control
  - Includes both positive (e.g. divestment of animal health business) and/or negative (e.g. litigation payments) effects
- // **During 2021, Bayer's Management team took significant actions that resulted in outperformance**
  - At the end of the year, the SB reviews actual performance against the targets that were set
  - For 2021, the SB determined that the above target payouts were appropriate considering the actions taken by Management to execute against our strategic priorities, resulting in significant operating growth and performance across all three divisions of the Bayer group, exceeding forecasts, despite the difficult conditions resulting from the global pandemic

**Bayer's negative absolute and share price performance during the four-year period beginning in 2018 resulted in average attainment of 32% for the LTI, and when combined with the STI, led to overall average attainment below target of 92%**



# Board of Management Remuneration Program

## Additional benefits provided to Board of Management

### Context for Replacement Awards for Sarena Lina upon joining Board of Management

- // Sarena Lin's fringe benefits amounted to around €1.282m (approximately 29.5% of her total compensation for fiscal 2021)
- // This amount includes buyouts for lapsed entitlements to bonuses granted by her former employer (€0.959m) and other expenses including the reimbursement of costs incurred for selling her home in the United States (€0.323m), with caps applying in each case
- // Buyout amounts are not paid directly upfront, but vest over a 3-year period (25% as of the starting date, then after 1, 2 and 3 years of employment) and are not subject to accelerated vesting upon termination
- // Determination of these fringe benefits follows a standard approach

### Double Trigger Change-in-Control Provision

- // To ensure their independence, Board of Management members are entitled to a severance payment in the event of a change of control, provided certain narrow conditions are met
  - Mutual agreement to terminate the service contract at Bayer's instigation, or
  - Board of Management member gives notice of termination (within 12 months) due to their role being significantly affected by a change in Company strategy, own area of activity and/or Company legal form

### Context for Pension Information

- // Pension related service costs are not the same as actual pension entitlements or yearly pension payments
- // Pension entitlements for Management cannot legally be adjusted unilaterally by Bayer and are maintained in accordance with the Shareholder Rights Directive and the German Corporate Governance Codex
- // Pension service costs are impacted by interest rates, age and other factors
- // See <https://www.bayer.com/sites/default/files/additional-information-compensation-report.pdf> for additional information





# We Request Your Support at the 2022 Annual Stockholders' Meeting

Item	Select Agenda Items	Rationale for Support
2	<b>Approve Discharge of the Board of Management for Fiscal Year 2021</b>	<i>Board of Management successfully executed on Bayer's strategic priorities for the year in review meeting or exceeding targets for 2021 and providing a strong foundation for sustainable growth. This included implementation of a five-point litigation plan and other actions to bring closure to future risk from the U.S. glyphosate litigation</i>
3	<b>Approve Discharge of Supervisory Board for Fiscal Year 2021</b>	<i>Supervisory Board's oversight of strategic actions and responsiveness across Bayer's strategic priorities, risk oversight process, governance practices, and sustainability strategy for year in review position Bayer to achieve long-term success</i>
4	<b>Re-Elect Members to the Supervisory Board</b> <ul style="list-style-type: none"> <li>- Paul Achleitner</li> <li>- Norbert Bischofberger</li> <li>- Colleen Goggins</li> </ul>	<i>Our nominees bring a combination of institutional knowledge and valuable healthcare and international business experience further enhancing the Supervisory Board's collective oversight capabilities</i>
5	<b>Approve Remuneration Report</b>	<i>The remuneration report demonstrates the thoughtful design of the remuneration program that incentivizes the execution of our strategy, is aligned to stockholder interests, and pays for performance as demonstrated by the below target compensation paid in 2021 when considering the STI and LTI. As of 2022, the Supervisory Board has shifted the compensation mix to place greater emphasis on long-term variable compensation to more closely align with the company's long-term performance</i>



# Countermotion to Agenda Item 2

## - Discharge of the Board of Management for Fiscal Year 2021

**The Supervisory Board and the Board of Management are unanimous in their support of the resolution to discharge all members of Bayer's Board of Management for the 2021 fiscal year**

### **Board of Management Executing Against Strategic Priorities to Increase Stockholder Value**

- // Board of Management demonstrated clear progress on execution of the strategy announced at our Capital Markets Day in early 2021 to accelerate our transformation, grow through innovation and create stockholder value
- // Significant operating growth and performance across all three divisions of the Bayer group, exceeding forecasts, despite the difficult conditions resulting from the global pandemic
- // Strong portfolio of businesses and implementation of strategy has enabled Bayer to continue to lead and develop innovative solutions to feed the world in a sustainable way
- // 2021 performance creates momentum for sustainable growth across the full group for 2022 and beyond, with actions taken to compartmentalize the glyphosate litigation
- // Responsive actions undertaken in 2021 with respect to composition of the Board of Management and execution of our sustainability strategy

### **Commitment to Seek Feedback on Individual Ratification Votes**

- // During our extensive engagement with stockholders since our 2021 Annual Stockholders' Meeting on corporate governance matters, the vast majority of investors did not express a preference for individual discharge
- // Further, individual discharge for members of the Board of Management is an uncommon practice for among companies in the DAX40 index (only 11 of the companies in the DAX40<sup>1</sup> offer individual discharge)
- // Bayer is willing to consider this practice by committing to seek feedback from a broad base of stockholders as part of our Corporate Governance Roadshow in advance of the 2023 Annual Stockholders' Meeting

(1) Data as of Mar. 21, 2022.



# *Appendix*



# Board Oversight of Sustainability & ESG

Actions taken to strengthen the oversight of the execution of our sustainability strategy

## Supervisory Board ESG Committee – as of Jan. 2022



**Ertharin Cousin**  
ESG Committee Chair

- // Chaired by Ertharin Cousin and comprised of Chairman Winkeljohann and six other Supervisory Board members with equal stockholder and employee representation
- // The Board of Management reports to the Supervisory Board on sustainability matters at least quarterly and consults with Supervisory Board members on topics aligned with their experience
- // Focused in particular on the following:

**Sustainability Integration into  
Business Strategy and Reporting**

**ESG Risks and Opportunities**

**Sustainability Governance**

## Sustainability Council Advises Board of Management – est. in 2020

- // Independent external Council advises the Board of Management on all sustainability matters
- // Transparent annual reporting on the Council's work, recommendations and interactions
- // Members include leading sustainability experts related to the key focus areas below
- // In 2021, met several times with members of the Board of Management and other Bayer representatives. Discussion areas included:

**ESG Risks &  
Opportunities**

**Sustainable  
Finance**

**Inclusive  
Growth**

**Inclusion &  
Diversity**

**Sustainable  
Agriculture**

**Biodiversity  
Preservation**

**Carbon  
Capture in Ag**

# Ambitious Measurable Targets for Sustainable Development

Our 2030 Targets are in line with UN SDGs and the Science Based Targets Initiative

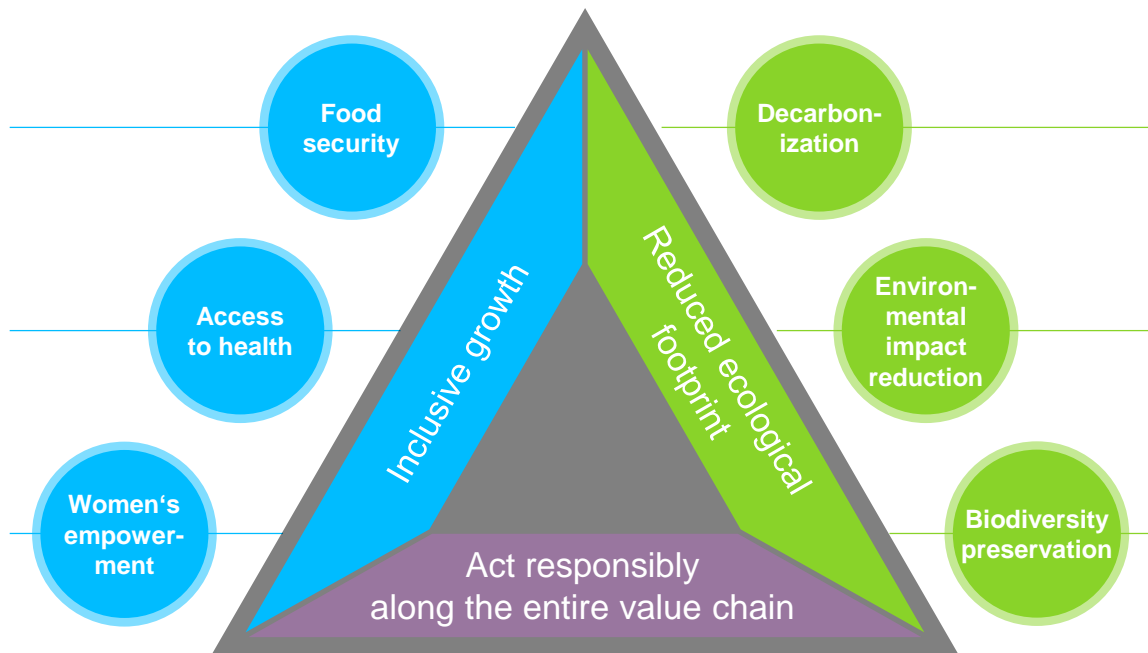
Support **100m smallholder farmers** in LMICs\*

Support **100m people** in underserved communities with **self-care**<sup>1</sup>

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

Fulfill the need of **100m women** in LMICs for **modern contraception**<sup>2</sup>

Achieve **gender parity** at each individual managerial level



Achieve **climate neutrality** at own sites (incl. -42% Scope 1 & 2)\*

**Reduce emissions** in our supply chain (-12.3% Scope 3)\*

Reach **Net Zero emission target** until 2050 (Scope 1, 2 & 3)

Reduce **GHG emissions by 30%** in key agricultural crops in main regions

Reduce the **environmental impact** of crop protection in Agriculture **by 30%**

Transition all Consumer Health products to **100% recyclable or reusable packaging**



**UN SDGs on which we have the greatest impact through our business**



(1) Targets are accounted for in the long-term variable compensation of the Board of Management and the managerial employees.

(2) LMICs: low- and middle-income countries.





# Our Commitment to Human Capital Management (HCM)

Focusing employee engagement and making material progress towards our Inclusion & Diversity (I&D) goals are key aspects of our transformation process and culture change

## We Drive Employee Engagement and I&D in its Entirety

// Enhanced I&D Strategy focuses on integrative behaviors across Culture, Talent, Business, and Brand

// Targeted I&D Activities centered around three areas:

- **Driving inclusive development**
- **Ensuring fairness & respect at work**
- **Understanding and recognizing I&D-related needs and progress**

// I&D-related KPIs are anchored in the Group / People goals, progress updates are regularly discussed with the Board of Management and Supervisory Board; going forward, I&D progress will also be published externally

## Progress on Representation of Women in Management Positions<sup>1</sup>

Top Management: 27% **(+4% pts)**

Upper Management: 47% **(+1% pt)**

Lower Management: 44% **(+1% pt)**

For more details, please refer to [our commitment on I&D targets](#) and [our strategy to continue to advance I&D](#)