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News Release

Annual Stockholders' Meeting April 29, 2022

Address by

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Chairman of the Board of Management

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Ladies and gentlemen, dear shareholders,

Also from my side, a warm welcome to our Annual General Meeting.

Not far from our headquarters here in Leverkusen lies a place we have used for many years to host conferences. I've been there countless times myself. As we speak, that place has become a new home to about 30 Ukrainians. Mothers with their children and also older people are recovering there after fleeing their homeland. They are receiving help. They are able to regain their strength – maybe even a little bit of hope.

One of them is Natalia, who fled her home near Kyiv with her 6-year-old son and her 11-month-old daughter. Her husband is one of our Ukrainian colleagues. He is still on the ground waiting to be called up to the war, but Natalia and the children are now safe. Here you can see Natalia on the plane fleeing with her baby.

I have been greatly moved by their plight and many others these days. I am very grateful to the numerous colleagues at Bayer for once again helping out and providing support in an emergency situation with tremendous dedication.

The images of refugee families also represent the new reality we are now facing. Bayer stands with the people of Ukraine. They are fighting for the values of freedom, democracy and human dignity that have been so overwhelmingly attacked by Russian leadership. These values are also my and our values!

That's why we are supporting aid organizations with money and relief supplies. Our employees alone have donated more than one million euros – the largest donation received by the German Red Cross from a company's workforce in recent years. We are helping refugees in Poland and other countries. We are also supporting the work of journalists in Ukraine.

In this situation, the systemic relevance of our products and expertise has once again become clear. At the request of the Ukrainian government, we have donated both medical and seed products. We have delivered antibiotics for 27,000 patients in Ukraine. In these days, we are providing more than 1,000 smallholder farmers in Ukraine with 41,000 bags of corn seed free of charge, which will hopefully contribute about 180,000 metric tons to the corn harvest.

A lot depends on Ukrainian agriculture. That's because this war in the breadbasket of Europe is exacerbating an already tense situation in the global food supply. Normally, Ukraine and Russia account for more than one-third of the world's wheat production. Normally, the World Food Program of the United Nations procures from Ukraine about half of the food it distributes to the world's poorest people.

It is already clear that this war will also impact countless victims outside the battle zones. Food security is under massive threat in many countries, especially in the Arab world and in large parts of Africa. In many countries, food is becoming much more expensive. We are already seeing that today. But the situation is even worse in countries where people literally can no longer afford their daily bread if prices double! Many people were already spending much of their income simply to survive.

David Beasley, the Executive Director of the World Food Program, describes the effects of the war on the global food supply as a "catastrophe". He expects a "global impact beyond anything we have seen since World War II". Even before the war, 280 million people were already threatened by hunger. This figure could now increase dramatically.

As a leading agriculture company worldwide, we bear a special responsibility here that we want to live up to. In the middle of a food supply crisis, our work for farmers worldwide becomes even more important. The planting and protection of crops is of crucial societal importance in these times – and increasing agricultural productivity has turned into an overarching societal priority.

We firstly play an important role in securing the short-term supply of food in the affected regions. Around half of Kenya's cereal harvest is secured with Bayer products, to name just one example. Secondly, we focus on maintaining global agricultural supply chains. And thirdly, we are supporting the extremely critical role that smallholder farmers play in feeding the world. In many developing countries, they account for about 80 percent of all available food products. Since 2019, part of our sustainability strategy has explicitly focused on that customer group, and we now reach 50 million smallholders worldwide.

In the long term, we need more innovation in farming to satisfy the significant demand for both productivity and sustainability. After all, it's not a question of either/or – we need both. Crops such as our short-stature corn are much better at withstanding climate change. They will help to ensure the food supply for millions of people even under adverse conditions.

The same applies to fertilizer. Today agriculture requires nitrogen fertilizer, but in the future things must change. This is an ecological imperative, as artificial fertilizer is responsible for about 4 percent of global greenhouse gas emissions. And now it is also a geopolitical imperative, because global fertilizer production is heavily dependent on Russia. We need biological alternatives to artificial fertilizer. Bayer has already invested in several promising approaches in which natural microbes supply plants with nitrogen. We will now accelerate the research and development of these biological processes. This is one reason for the strategic partnership with Ginkgo Bioworks, one of the pioneers in the global biotech sphere, that we announced a week ago.

What applies to fertilizer is also true for energy production as a whole. We have to end our dependency on fossil fuels. Bayer has been taking that approach for a long time. Since 2004, we have gradually and resolutely divested ourselves of our energy-intensive chemical businesses and have established leading businesses in the core areas of health and nutrition. Our company's production network is now well on track to becoming carbon-neutral by 2030. Last year, we concluded agreements to purchase some 600,000 megawatt hours of electricity produced from renewable energy sources and thus procure about 25 percent of our energy renewably.

We believe the strategic alignment of our company has proven to be the right one. That is also true when it comes to our societal relevance. During the acute health emergency of the past two years, we have helped to fight the pandemic. And now as well, people will be able to count on Bayer to support the global food supply. We are guided by our vision "Health for all, hunger for none." And we have still been able to successfully manage our business under these difficult conditions as well.

Of course, we too have reacted to the war waged by the Russian leadership: We stopped all spending in Russia that was not directly related to our indispensable products. We have stopped advertising. We have stopped investments. At the same time, we feel an ethical obligation to the civilian population. This senseless war has already cost too many lives. Depriving a cancer patient in St. Petersburg of vital medicines would ultimately mean accepting the death of more civilians. This would not help anyone.

Ladies and Gentlemen,

that is our position in these difficult times. Now especially, we are needed because our products cover the basic health and nutrition needs of millions of people around the world. And you can count on us in tough times.

That was also the case last year, which is the period that an Annual Stockholders' Meeting looks back on. I will therefore now reflect on 2021 before we focus on the future together. I would like to talk about a few milestones that we at Bayer have reached since the previous Annual Stockholders' Meeting. In doing so, I will take a look at both the specific numbers and the people who made them possible.

This is why I would like to start by saying a particular word of thanks to our employees around the world. They are the ones who achieved and enabled everything I'm about to report. They did so with the tremendous passion and motivation that make our Team Bayer what it is. And they did so often in difficult professional and private circumstances over the course of the pandemic. On behalf of the entire Board of Management – and I am sure on your behalf as well, ladies and gentlemen – I would like to sincerely thank our employees for this.

2021 was a very good year for Bayer. We achieved significant growth. We successfully launched new products in the market. We strengthened our innovation pipeline. We made progress in sustainability. That's why our headline for the past business year reads: Bayer is on the right track.

While our company's sales increased by about 9 percent last year, our greenhouse gas emissions fell by more than 11 percent. In other words, we decoupled growth from carbon dioxide emissions. Here as well, we are combining productivity and sustainability. That is a groundbreaking step.

We raised our outlook for 2021 twice during the course of the year. And ultimately, we not only met but exceeded the upgraded forecast. That applies in particular to our sales figure of more than 44 billion euros, but also to our clean EBITDA of more than 11 billion euros and core earnings per share of 6.51 euros.

Together with the Supervisory Board, we are therefore proposing to today's Annual Stockholders' Meeting the payment of a dividend of 2.00 euros. This means we are

maintaining our dividend policy of distributing 30 to 40 percent of core earnings per share. As was the case last year, we are at the lower end of that corridor. That's because besides allowing our stockholders to share in our company's success, we want to continue consistently investing in growth and reducing our debt.

All three divisions posted dynamic growth in 2021 that outperformed their respective markets. That testifies to an outstanding performance by our team. I'd now like to take a slightly closer look at what we achieved.

In our agriculture business, we posted double-digit sales growth in 2021. In corn and soybean seeds, we registered substantial growth especially in North and Latin America. Our herbicides business also expanded considerably. Here, we benefited from the positive trends in the agricultural markets, where we more than offset higher costs and negative currency effects of 387 million euros. EBITDA before special items advanced by more than 3 percent overall to 4.7 billion euros.

These numbers were made possible by the tireless efforts of our employees to support farmers all over the world. In this connection, we also rely on collaborations with strong partners like Microsoft. And we are systematically investing in research and development – indeed, about twice as much as our most significant competitors.

In 2021, for example, that enabled us to launch the first relevant RNAi-based product for the agricultural market. This technology was awarded the Nobel Prize in Medicine in 2006. We are using it to control the so-called “billion dollar bug” – what experts call the western corn rootworm – which causes an estimated one billion dollars in harvest losses and other costs each year in the United States alone. Thanks to our new products, corn farmers now have important tools at their disposal to control this insect pest. At the same time, RNAi technology offers tremendous opportunities for sustainable farming – for example with climate-resistant plants.

Our carbon initiative addresses another issue of outstanding importance. The Intergovernmental Panel on Climate Change (IPCC) recently reiterated how the agriculture sector can help to fight climate change. One of the main factors is sustainable farming practices to capture carbon in the soil. That's exactly what we are doing when we specifically support farmers in operating sustainably. More than 2,600 farmers in ten countries participate in our program. So far, they have captured over 500,000 metric tons

of carbon from the atmosphere in their soil over a one-and-a-half-year period. This means that during this period, we have achieved a positive climate impact on these farmlands equivalent to 30 million trees in the same amount of time. We will significantly expand this leading carbon initiative in the coming years.

We are also seeing encouraging steps regarding the glyphosate litigation in the United States. The U.S. Supreme Court showed interest in the Hardeman case by inviting the Solicitor General, representing the U.S. Government, to file a brief in this case. Moreover, we have won two consecutive jury trials in California. We are continuing to execute our five-point plan and we are prepared for any outcome at the Supreme Court.

Regarding the PCB water litigation, the U.S. District Court for the Central District of California recently granted preliminary approval of the settlement agreements we announced with the class of municipal entities in June 2020. Additionally, we have also reached agreements to resolve cases with the Attorneys General of several US states. While we have resolved these PCB cases, there are trials scheduled in the upcoming weeks both in personal injury and environmental cases, including one involving the state of Oregon.

That brings us to our Pharmaceuticals business. In 2021 we saw the easing of many COVID restrictions for patients, which had an impact on areas such as ophthalmology, radiology or women's healthcare. Overall, our sales rose by a substantial 7.4 percent. Our blockbuster drug Eylea™ registered tremendous growth, with sales advancing by 19 percent year on year, and new market share gains. Our best-selling drug product, Xarelto™, also posted significant growth of 6 percent.

EBITDA before special items at Pharmaceuticals came in slightly below the prior-year level at 5.8 billion euros. This somewhat lower earnings figure was mainly attributable to expenses for the market launch of new products and significant expenditures for the division's research and development activities.

We introduced new pharmaceutical products to the market in 2021 that we believe have peak annual sales potential totaling more than 5 billion euros. They include Kerendia™, the first treatment of its kind for patients with chronic kidney disease and type 2 diabetes. We received approval for this product in the fall of 2021 in the United States and in February 2022 in Europe. Our new cancer drug Nubeqa™ also posted outstanding

performance in 2021. Thanks to the positive results of the ARASENS trial at the beginning of this year, we now believe Nubeqa™ has peak annual sales potential of more than 3 billion euros.

At the same time, we have been systematically implementing the transformation of our innovation model at Pharmaceuticals. We have concluded more than two dozen external alliances and acquisitions. We have assembled an industry-leading cell and gene therapy platform. We are conducting research into completely novel therapies for several diseases. In the United States and Canada, two different Phase I clinical trials are currently under way with Parkinson's patients, one involving a completely new cell therapy and the other a completely new gene therapy.

We have once again added key building blocks in the transformation of our pharmaceuticals business in recent months, including the acquisition of Vividion Therapeutics. In chemical active substance research, this enables us to identify previously unknown compounds in difficult-to-address target proteins. Another crucial building block is the strategic partnership concluded with Mammoth Biosciences at the beginning of this year. This partnership gives us access to novel gene editing technologies.

In addition, we can report good recent news from our clinical development. A Phase IIb trial with asundexian, a potential new anticoagulant, has delivered positive results. Depending on the evaluation of the data, the pivotal Phase III trial with asundexian could begin by the end of this year already. All of this shows that our Pharmaceuticals business is well-positioned for the future.

We also saw significant progress at Consumer Health in 2021 and, in particular, an outstanding business performance. Sales of that division improved by 6.5 percent, with broad growth across all regions. The margin increased for the third consecutive year. Consumer Health is thus maintaining its momentum. EBITDA before special items in 2021 was 1.2 billion euros, up a substantial 6.8 percent from the prior year. We succeeded in more than offsetting the inflation-driven increase in costs as well as negative currency effects.

The success of our colleagues at Consumer Health is related to our well-known global brands – and their innovative improvement, like the launch of Bepanthen Derma™ last year. This success is also based on the high relevance of our preventive health care products.

Studies show that around 70 percent of consumers are focusing more closely on their daily health as a result of the pandemic. This trend is also reflected in the performance of our nutritional supplements, such as the One-A-Day™ and Redoxon™ brands. This category posted impressive growth of 12 percent in 2021, building on what were already strong double-digit gains in 2020.

Digital technologies are another driver to better serve our customers. More and more people are turning to digital solutions to understand and improve their own health. In Germany alone, at least two-thirds of people look to their cell phones as the first source of information about their own health.

That's why we are investing in digital solutions. Through our partnerships with the Berlin-based company Ada Health or with the U.S. company Care/of, we offer people personalized information and recommendations for their own health. This happens with the help of artificial intelligence and based on medical expertise. The pandemic has shown all of us how important health is. With these new possibilities, we help people take their health into their own hands.

So, what does all this mean for Bayer as a whole? And what does it mean in particular for you, our stockholders? We achieved a lot in 2021. As you have seen, there is a lot of good news to report as regards our operational performance, innovation power and sustainability. It is also clear, however, that we cannot be satisfied with the performance of our share price in 2021.

Nonetheless, the situation has improved in recent months. Since the beginning of the year, the price of our shares has increased by more than 30 percent! That is by far the best performance among DAX and EuroStoxx 50 companies during this period! We aim to maintain that trend. We will continue working hard to support the further recovery of our share price with good results and by reliably achieving our targets.

Bayer is on the right track. That is not just our opinion.

Major analyst firms have raised their price targets for our stock. The vast majority of our analysts recommend buying the share.

In March, the “CA 100+” investor initiative published a comprehensive study on how the world's largest 166 companies are reducing their CO₂ emissions. Bayer received the highest rating in seven out of ten categories – more than any other company surveyed.

Ladies and gentlemen,

We are optimistic about the future. And we are investing in the future. We spent 5.4 billion euros on research and development in 2021 – more than ever before.

On top of that we see the remarkable success story of Leaps by Bayer: we founded that unit in 2015 in order to consciously focus on technologies with the potential to make truly fundamental progress in people’s lives. Over the past seven years, Leaps has invested more than 1.3 billion in some 50 biotech firms. In addition to the scientific progress, we have also successfully integrated the first companies into our core business, thus providing new impetus for Bayer's business development.

All companies in the Leaps portfolio are working on the truly vital issues in health care and agriculture. You may be asking yourself: what exactly does that mean?

Well, there is a startup in Cambridge on the U.S. east coast, for example, that is working on the automatic manufacture of personalized cell therapies. Maybe one day, it may be possible for each patient to receive individualized, customized treatment.

Another startup in Silicon Valley on the U.S. west coast is working on microbes for plant seeds. Maybe one day, it may be possible in this way to reduce artificial fertilizer use worldwide by up to 30 percent. That would ease the burden on the climate to the same degree as taking all cars in Germany, France, Italy, England and Spain off the streets.

A startup in Tel Aviv, Israel, is working on proteins against food allergies. Maybe one day, it may be possible to produce food in such a way that no one ever has to suffer an allergic reaction to it.

Over the next three years, Leaps by Bayer will invest a further 1.3 billion euros in such visionary research. That makes Leaps an integral component of our innovation strategy. As a life science company, Bayer endeavors to leverage the tremendous opportunities presented by the Bio Revolution, which are made possible by the cutting-edge technologies in the digital age. We are doing this so that we can keep growing and outperforming in the future.

Of course, that is also associated with uncertainties and requires perseverance. It is our alignment in three specific businesses that makes this perseverance possible – and the progress is clear to see: at the end of this year, we expect to receive the results of the first Phase I trial for Parkinson's disease. Next year we plan to launch our short-stature corn in North America, and the first field trials with organic fertilizer will also be possible then, too. We are determined to make our mark on the 2020s – at the technological threshold of a new era.

Also for the future, we are clearly committed to Germany as a base of operations. We have agreed on that with the works council as part of a new concept for the future. Bayer is at home all around the world, but we also know where we come from. Thus, over the next three years, we will invest about one billion euros in our German pharmaceuticals production. Here in Leverkusen, we are spending about 300 million euros to build a new pharmaceutical production plant that will produce, for example, cancer drugs for the global market. This plant is scheduled for completion next year and will set completely new standards in digitalization and energy efficiency. We are very pleased to inaugurate this new lighthouse project of the pharmaceutical industry in the coming weeks.

Heike Hausfeld has already played an important role in the discussions for the new concept for the future. This week, she will take over as Chairwoman of the Central Works Council from Oliver Zühlke and she will also succeed him as Vice Chairwoman of the Supervisory Board. Dear Ms. Hausfeld, I wish you every success in your new tasks and I look forward to working with you in your new role! Of course, this also applies to all the newly elected members of the Supervisory Board.

Dear Mr. Zühlke, I would like to thank you for the many years of trust-based cooperation. We didn't agree on everything, of course, but our discussions were always characterized by mutual respect and the common goal of achieving the best result for our company. I wish you all the best, and a happy and healthy future.

Ladies and gentlemen, dear shareholders,

Our stated goal now is to remain on course and to continue to deliver.

For the full year, we expect to maintain the good growth in our businesses and the positive performance. We published our guidance at the beginning of March, on a currency-adjusted basis to enhance the comparability of operational performance. We predict sales of about 46 billion euros. This would correspond to an increase of 5 percent. We expect the clean EBITDA margin to come in at approximately 26 percent and the earnings per share to increase to around 7 euros.

We will present the figures for the first quarter on May 10. Therefore, I can't give you any further details yet today. However, it is becoming evident that we have made a very successful start to the year despite all the uncertainties in the world. In the agriculture business, in particular, we see a much more positive market environment than in previous years.

The economic consequences of war and sanctions are not yet visible in the first quarter. With our consistent focus on health and nutrition, this crisis demands that we contribute to providing people with basic needs. We intend to live up to this responsibility – and even under these circumstances I am confident of a very successful fiscal year.

Despite all the suffering and consequences caused by the Russian war of aggression against Ukraine, there are also reasons for hope and optimism:

We see that the vast majority of states and societies around the world strongly condemn the war. Large parts of the world stand united alongside Ukraine.

We also see that the impact of the war on the world's food supply, just like the advancing climate change, is creating a new awareness. The ideological discussions are decreasing. There is a growing conviction that we need sustainable agriculture that at the same time produces more on the existing arable land.

The spirit of research and innovation will lead the way. This applies to the world of nutrition just as much as to the world of health. Here, with the mRNA vaccines against COVID-19, we have all recently experienced very tangibly how excellent research, societal progress and personal freedom are linked. Together with science, we have all successfully fought the pandemic – what an encouraging sign!

We want to continue to contribute to these positive developments with your company and ours. Bayer is uniquely positioned to seize the scientific, economic and societal opportunities of a new era. Our 100,000 colleagues are working every day to come a little closer to our vision of “Health for all, Hunger for none”. And to enable as many people as possible to live a better and sustainable life.

We will continue to do our utmost to achieve this in the coming year. Bayer will remain Bayer. Thank you very much for your attention.

Forward-Looking Statements

This release 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 www.bayer.com. The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.