



Message from Norbert Winkeljohann, Chairman of the Supervisory Board of Bayer AG

March 2026

Dear shareholders,

Introduction

2025 was a pivotal year for Bayer as we looked to advance our turnaround. We made significant progress on our key strategic priorities, and look forward to continuing that progress throughout 2026. We have embarked on a clear path to ensure Bayer is best-placed to thrive in the competitive environment – and are committed to making further headway in the year ahead.

Shareholder engagement is a top priority for Bayer. It gives us an opportunity to provide you with regular updates on company developments while also hearing your perspectives. Following the 2025 Annual Stockholders' Meeting, we extensively engaged with investors on compensation, and in early 2026 we continued our dialogue through our Corporate Governance Roadshow. In total, we engaged with 21 investors representing 33% of our shares outstanding. In addition to these engagements, Bayer also took part in numerous investor conferences and roadshows. Overall, we held more than 700 in-person and virtual meetings with investors over the course of 2025, and look forward to continued engagement this coming year.

MAY – JULY 2025

Analyze results from 2025 Annual Stockholders' Meeting; Conduct compensation-specific outreach to select investors; Review market, regulatory, and governance trends

MARCH – APRIL 2026

Publish Annual Stockholders' Meeting-related materials; Offer engagement meetings to investors and proxy advisors; Hold 2026 Annual Stockholders' Meeting



AUGUST – DECEMBER 2025

Complete mid-cycle review of Compensation System; Conduct outreach to investors and prepare materials for Corporate Governance Roadshow

JANUARY – FEBRUARY 2026

Conduct Supervisory Board Chair-led Corporate Governance Roadshow; Evaluate feedback in advance of 2026 Annual Stockholders' Meeting

Ahead of our upcoming 2026 Annual Stockholders' Meeting, I am writing to provide an update on key areas of importance to Bayer.

Business strategy and performance

We have defined five key priorities for our turnaround. These include improving profitability in our Crop Science Division, growing our topline and bolstering our pipeline in our Pharmaceuticals Division, significantly containing litigation in the United States, improving cash flow and reducing our debt, and implementing our Dynamic Shared Ownership (DSO) operating model. In each of these areas, we have been able to make big steps forward:



1. At Crop Science, we have taken steps to improve our operations and efficiency, while also carefully reviewing our product portfolio to ensure investments are being made in areas where we can deliver major value for customers while also securing the highest possible returns. Powered by our leading innovation capabilities, we plan to launch 10 blockbusters over the next 10 years. We also remain committed to hitting our goal of lifting our EBITDA margin before special items to a mid-20s percentage by the end of 2029.
2. At Pharmaceuticals, we have made great progress in growing our topline and bolstering our pipeline. On the sales front, the division exceeded our original expectations. Nubeqa™ and Kerendia™ have delivered significant gains, driven in part by approvals for new indications. We also obtained marketing authorization for our new products Beyonttra™ and Lynkuet™. In addition, we published positive Phase III data for asundexian for secondary stroke prevention.
3. Containing outstanding litigation by the end of 2026 has consistently been a top priority. In early 2026, we achieved two independently necessary and mutually reinforcing milestones in this regard. In February, Monsanto reached agreement with a nationwide class of plaintiffs to settle current and potential future cases in the U.S. litigation surrounding Roundup™ (glyphosate). In parallel, we welcomed the U.S. Supreme Court's decision in January to review the Durnell case following the Solicitor General's recommendation. We also continue to work with policymakers to support clear and consistent regulatory standards for crop protection products. The Executive Order recently issued by the White House underlines what a crucial role glyphosate plays. The Legal Risk Committee, chaired by Lori Schechter, oversees our company's multi-pronged strategy on behalf of the Supervisory Board.
4. We continue to make strides to improve cash generation and reduce our debt. In 2025, we generated free cash flow of €2.1 billion. Meanwhile, we achieved a substantial reduction in net financial debt, which fell from €32.6 billion as of year-end 2024 to €29.8 billion as of year-end 2025. We are pleased to have made progress on this front but appreciate that we will need to continue our efforts in the years ahead. With shareholder support, we reduced our dividend to the legally required minimum for 2024 and 2025. As previously communicated, we are also seeking shareholder support at the 2026 Annual Stockholders' Meeting to keep the dividend for 2025 at the same level, in line with our multi-year strategy.
5. The implementation of our new operating model DSO has already brought improvements in terms of speed, efficiency and customer focus. Bureaucracy has been slashed, hierarchy levels have been greatly reduced, and decision-making has been placed in the hands of those doing the work. These steps have already delivered shorter innovation cycles and enhanced growth momentum. While we are targeting €2 billion in sustainable organizational savings by the end of 2026,



we first and foremost see the potential for significant topline opportunities by further improving innovation and time to market.

In addition to the progress outlined above, we have also delivered on a financial level. In 2025, our divisions achieved full-year financial results that were in line with our upgraded guidance while navigating a complex macroeconomic and geopolitical environment. We are pleased with the progress we have made but also recognize that there is still more work to be done. The Supervisory Board is confident in our leadership team's ability to drive Bayer forward, as illustrated by the extension of CEO Bill Anderson's contract. Looking ahead, we have also set ambitious yet realistic financial targets for 2026. For more information, please see our 2025 Annual Report.

Artificial intelligence

Bayer is increasingly leveraging the power of artificial intelligence (AI) throughout the company as we look to further optimize processes, unlock efficiencies and accelerate innovation. Thanks to the DSO model, we are in a position to effectively deploy new processes and tools in a targeted way. Throughout the company, a number of AI initiatives are underway, helping us to utilize it more effectively and deliver ever greater impact – not just for our customers, as a key factor for our competitive profile, but also as a lever for bolstering our company's profitability. Our existing digital tools and platforms provide a strong foundation for implementing AI.

At Crop Science, AI is already enhancing breeding programs aimed at making crops more climate resilient. A key innovation is the "digital twin", which allows Bayer to simulate product performance under a variety of conditions. At Pharmaceuticals, AI is accelerating drug discovery processes by improving patient recruitment and control group identification for clinical trials. AI is also being used to improve medical coding and imaging efficiency, with oversight from qualified professionals. At Consumer Health, AI-powered chatbots are effectively being deployed to support supply chain processes and streamline analysis on the shop floor.

Responsible use of AI is very important to us as we integrate these new technologies. The Supervisory Board is closely involved in ongoing strategic discussions and AI implementation plans, providing oversight on both value creation and risk management.

Board of Management

In view of Wolfgang Nickl's upcoming departure as Chief Financial Officer (CFO), we conducted a comprehensive and systematic search and recruitment process to identify his successor, considering both internal and external candidates. In November, the Supervisory Board appointed Judith Hartmann as his successor, with her joining the Board of Management on March 1, 2026, before taking on the role of CFO on June 1



following a transitional period. Wolfgang Nickl had previously announced his plans to retire.

Judith Hartmann is a highly accomplished executive with significant international experience, strong financial stewardship, and an excellent operational track record. In the early stages of her career, she worked at General Electric (GE), where she held positions of increasing responsibility in both financial and operational capacities. This was followed by roles as Group CFO at Bertelsmann, Group CFO and Deputy CEO at ENGIE, and Operating Partner at Sandbrook Capital.

On behalf of the Supervisory Board and all of us here at Bayer, I would like to express our sincere gratitude to Wolfgang Nickl for his eight years as our CFO. During this time, he has spearheaded efforts to simplify our structure and enhance operations, resulting in significant efficiency gains.

Supervisory Board

Long-serving Supervisory Board members Paul Achleitner and Colleen Goggins will be stepping down at the 2026 Annual Stockholders' Meeting. Following a comprehensive search and selection process, the Supervisory Board is pleased to nominate Marcel Smits (Netherlands) and Alfred Stern (Austria) for four-year terms beginning at the 2026 Annual Stockholders' Meeting.

Marcel Smits was formerly Chairman and CEO of Asia Pacific and Global Head of Strategy at Cargill from 2018 to 2022. Prior to this role he spent over five years as Cargill's CFO. Before his tenure at Cargill, he served as CEO of Sara Lee. He currently operates as a seed and early-stage investor of several start-ups. His experience managing global agricultural and food businesses with complex supply chains will be highly valuable to the Supervisory Board.

Alfred Stern is currently the CEO and Chairman of the Executive Board at OMV, where he has led the transition of the business to focus on integrated sustainable energy, fuels and chemicals. He has held this role since 2021 and will be stepping down after his term ends this coming August. Previously, he was CEO of Borealis, one of the world's leading providers of polyolefin solutions. Alfred Stern brings executive leadership experience, deep knowledge of the DACH region, and governance, environment and sustainability expertise to the Supervisory Board.

We would like to thank Paul Achleitner and Colleen Goggins for their valuable contributions over the past 24 and 9 years, respectively.



Board of Management compensation for 2025

In 2025, we undertook a mid-cycle review of the compensation system approved by shareholders at the 2024 Annual Stockholders' Meeting. Conducted midway through the four-year cycle, this review clearly demonstrated that any critical points raised by stockholders mainly related to the application of the compensation system, rather than the underlying design of the system itself. Against this backdrop, and consistent with investor feedback, the Supervisory Board decided to keep the current system in place. It will therefore not be putting forward a proposal for a new compensation system at the 2026 Annual Stockholders' Meeting.

At the same time, we are mindful that our 2024 Compensation Report received 67% support, which was below our expectations. During engagements, certain shareholders shared critical feedback on the link between pay and performance with respect to the payout factors for the variable compensation components (STI and LTI) for 2024. They also saw potential for additional transparency around the application of the factor for strategy development and execution. We have taken this feedback into account in our 2025 Compensation Report and have provided more detailed information on how targets are set and attainment is evaluated, as well as how the factor for strategy development and execution is applied. Alongside these improvements, we have also focused on further enhancing our reporting and disclosures in order to provide greater clarity around our pay-for-performance approach. The Supervisory Board will continue its efforts to optimize the design and application of the compensation system while taking into account stockholder feedback.

With respect to the short-term incentive (STI) plan, the attainment level for our CEO amounted to 121% in 2025, reflecting performance against our financial and strategic targets over the year. This included above-target performance for sales growth (on a currency- and portfolio-adjusted basis) and core EPS, and below-target performance for free cash flow.

Regarding the long-term incentive (LTI) plan, the attainment level for Board of Management members participating in the tranche for the 2022-2025 performance period amounted to 28%, reflecting below-threshold performance for relative TSR and ROCE, and above-target performance for our sustainability goals.

Sustainability

Sustainability is an essential component of our corporate strategy and our corporate mission of "Health for all, Hunger for none". We have made significant progress toward achieving our sustainability targets. This includes reaching hundreds of millions of people in underserved communities worldwide through advancements in agriculture, women's health and self-care. We are also aiming to achieve net-zero emissions by 2050, with Scope 1 and 2 emissions to be reduced by 21.3% and Scope 3 by 12.7%.



Across all three divisions, we are developing innovative solutions to help us achieve our targets. At the same time, we are pleased that Bayer has earned recognition from sustainability ratings and benchmarking organizations, including the removal of a final “red flag” from one agency’s controversies assessment.

Our integrated governance framework is led by our CEO, who also serves as our Chief Sustainability Officer. In addition, sustainability is independently overseen by the Supervisory Board, our Sustainability and Bioethics Councils, and internal and external audit programs.

Conclusion

We welcome you to participate in our upcoming 2026 Annual Stockholders’ Meeting, which will be held virtually. This virtual format replicates all key elements of an in-person meeting, with investors granted the same rights they would be afforded at a physical event. At the same time, it reduces the costs involved for Bayer and also ensures easier access for our investors.

On behalf of the Supervisory Board, I would like to thank you for your commitment over the past 12 months. We look forward to future engagement and dialogue as we continue to oversee and advance Bayer’s growth in the year ahead, and greatly appreciate your continued support.

Leverkusen, March 2026
For the Supervisory Board:

A handwritten signature in blue ink, appearing to read "Norbert Winkeljohann".

Norbert Winkeljohann
Chairman