

Bayer Annual Stockholders' Meeting on April 24, 2026

Statement by Winfried Mathes, April 13, 2026

Dear stockholders, Board of Management and Supervisory Board,

Yes, it still exists: the delicate green shoots of hope for Bayer stock. The reason being that the price of the company's shares has climbed since the last Annual Stockholders' Meeting from a low of €18 to €40 today. The current share price is still miles away from its level prior to the Monsanto acquisition. But as a Bayer stockholder, you become modest over the years. At least the value of a Bayer share would now be enough again for a cheap seat for a normal league game at the Bayer-Arena. However, the tiny dividend of 11 cents offers little comfort when the team loses a game.

Nonetheless, we stockholders are asking ourselves what lies in store for Bayer's business development and stock performance. Based on the earnings forecast for fiscal 2026, however, we can't expect the share price to take any giant leaps. Nor do the comments of our CEO, Bill Anderson, at the Financial News Conference regarding our company's current strategic position provide cause for genuine optimism. After all, he sees strong signs of progress but there is still much to be done before a comprehensive turnaround is achieved.

The crop protection business, for example, is only just beginning to increase its profitability. Product launches for 2027 and beyond are being prepared, with an EBITDA margin before special items in the mid-20% range expected by the end of 2029 (currently: 19.4%). However, the agricultural cycles remain a challenge.

The Pharmaceuticals Division (prescription medicines) has to contend with sales declines due to the expiration of patents for Xarelto (anticoagulant) and Eylea (ophthalmology drug). The new pharmaceuticals Nubeqa (cancer treatment) and Kerendia (kidney medication) have come out of the gate well. Nonetheless, this division will not begin to achieve sales growth again until 2027. As of 2028, the EBITDA margin before special items is then expected to climb toward 30% by 2030 (currently: 25.4%). However, the statutory health insurance reform planned by the German government could still prove to be a drawback, as the research-based pharmaceutical industry could be asked to provide higher product discounts and to comply with stricter price rules.

And the sky isn't exactly the limit in the Consumer Health Division (nonprescription products), either. The "road to billions" strategy – which is designed to boost the acquisition of new customers through online and offline channels and the company's presence in pharmacies and with health care professionals – is dependent in part on

consumer sentiment and on what consumers are prepared to spend for their health. It takes a certain amount of time to develop trustworthy self-care brands. Although the fog is slowly clearing over our company's business development, the glyphosate litigations continue to hamper Bayer's earnings position and hang over the company's share price like the sword of Damocles.

A true game changer for Bayer with regard to glyphosate would be if the United States Supreme Court were to rule in June that federal law excludes litigation stemming from an alleged lack of warnings based on state law in a number of states if the Environmental Protection Agency does not require such warnings. This would remove the legal basis for current and future litigations. Furthermore, the agreement recently concluded by Monsanto in the United States for a class settlement with plaintiffs' attorneys would cover all litigations in which NHL is attributed to the use of Roundup (active ingredient: glyphosate). In other words, it also includes litigations that could continue to be pursued even after a decision by the United States Supreme Court. The settlement agreement is designed to quickly and substantially contain the litigations rather than extending the protracted legal disputes. The class settlement would cost another US\$7.25 billion at most and still has to be approved by the court and include a sufficient number of plaintiffs.

The numerous legal "ifs" and "buts" that still need to be resolved are reminiscent of the proverb "Before the court and on the high seas, we are in God's hands." We therefore expect the Board of Management to give us an update at the Annual Stockholders' Meeting on the status of the complex legal situation.

It would give Bayer a new lease on life if Lady Justice were to finally bring to a close these litigations that the duo of Baumann and Wenning saddled us with through the Monsanto acquisition – litigations that have cost the company billions. Just imagine all the other better uses Bayer could have found for the more than €10 billion in damages and settlement payments incurred so far. At least we stockholders wouldn't have had to put up with the tiny dividend, and enough money would still be available to hold an in-person Annual Stockholders' Meeting. All we stockholders have is the hope that the light at the end of the glyphosate tunnel isn't an approaching train and we won't be left empty-handed when it comes to the company's stock performance.