



Amendment to the declaration by the Board of Management and Supervisory Board of Bayer AG concerning the German Corporate Governance Code as amended on February 7, 2017, pursuant to Section 161 of the German Stock Corporation Act (AktG)

In December 2017, the Board of Management and the Supervisory Board issued a declaration that shall now be amended in two points: The following recommendations of the German Corporate Governance Code as amended on February 7, 2017, will not be complied with on one occasion:

1. Section 7.1.2, Sentence 3

The consolidated financial statements and consolidated management report shall be made publicly accessible within 90 days of the end of the fiscal year, and the mandatory interim financial information within 45 days of the end of the reporting period.

The interim report for the second quarter of 2018 is not scheduled to be published until September 5, 2018, and thus not within 45 days of the end of the reporting period as recommended. The reason for this is that, with the acquisition of the Monsanto Company expected to close in the second quarter, a multitude of measures need to be undertaken as part of the first-time consolidation of that company. Despite all the preparations undertaken, the work required in this connection cannot be carried out within 45 days of the end of the reporting period as recommended.

The Board of Management and Supervisory Board therefore consider a one-time deviation from the recommendation in question to be an appropriate course of action to ensure proper financial reporting for the second quarter of 2018.

2. Section 4.2.3, Paragraph 2, Sentence 8

Changing performance targets or the comparison parameters retroactively shall be excluded.

The performance targets for the short-term variable components of the Board of Management's compensation for 2018 were set by the Supervisory Board at the beginning of 2018 on the basis of the 2018 budget. The imminent closing of the acquisition of the Monsanto Company results in substantial deviations from the original planning for the current fiscal year of Bayer AG. This relates to parameters and structural aspects that are relevant for the short-term compensation of members of the Board of

Page 2 of 2

Management of Bayer AG. To ensure that the short-term variable components of compensation of the Board of Management continue to be based on appropriate and challenging performance targets after the closing of the Monsanto acquisition, the relevant performance targets and structural aspects of short-term variable compensation are set to be adjusted.


The Supervisory Board believes that these changes are necessary to ensure short-term variable compensation is appropriate.

Leverkusen, May 2018

For the Board of
Management:



Baumann



Dietsch

For the Supervisory
Board:



Wenning