

## **Counter motions and Proposals for Election for the Annual Stockholders' Meeting 2023 of Bayer AG**

This is a convenience translation. For the legally binding document, please refer to the original German version which is published on the Internet at

<https://www.bayer.com/de/investoren/gegengantraege-wahlvorschlaege-hv2023>.

We designate with capital letters Proposals for Election and those counter motions for which you can place a tick how you would like to vote directly under the appropriate capital letter on the reply form or in the Stockholders' Portal.

The other counter motions, which merely reject proposals by the Board of Management and the Supervisory Board, or by the Supervisory Board alone, are not designated with capital letters. If you wish to vote for these counter motions, you must vote "No" to the respective item on the Agenda.

Counter motions and proposals for election as well as supporting information accompanying them reflect the views of the persons who submitted them. Assertions of fact and links to third-party websites have not been verified. Bayer Aktiengesellschaft does not assume any responsibility for the content nor does Bayer Aktiengesellschaft endorse third-party websites and their content.

[REDACTED]

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**From:** [REDACTED]  
**Sent:** Thursday, April 13, 2023 11:52 p.m.  
**To:** HV\_Gegenantraege  
**Concerning:** RE: Countermotion

Sent from my second-hand 2016 South Korean device purchased for €30.

----- Original message -----

**From:** [REDACTED]  
**Date:** April 13, 2023 11:49 p.m. (GMT +01:00)  
**To:** aktionaersportal@computershare.de  
**Concerning:** Countermotion

Countermotions:

The actions of the members of the Board of Management and the Supervisory Board shall only be ratified under exclusion of the massive investment (€60 million) in Ukraine. This can make Bayer look like it is profiting from or is involved in the war so as not to lose its investment.

The actions of the members of the Board of Management and the Supervisory Board shall only be ratified under exclusion of Bayer's collaboration with the Charité hospital, which spread false statements and coerced pregnant women and its employees' children into getting vaccinated. The experts were heavily represented in the council of experts and should have known better – especially the claim that the “vaccine” is supposedly safe.

The opinions voiced on Bayer's website and its other remarks on the whole COVID-19 campaign do not take into account that Bayer is not exempt from liability and will not obtain such an exemption. If the impression exists that this is the case, Bayer's fate will be tied to that of Pfizer, Moderna and Astra Zeneca without having kept open other options for itself. Bayer would also be held liable in the market (non-materially but effectively) because it allegedly pursues this aim or is a participant in it.

[REDACTED]

Sent from my second-hand 2016 South Korean device purchased for €30.

Düsseldorf, April 12, 2023

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Gebäude Q 26 (Legal Department)  
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51373 Leverkusen

**Countermotion for the BAYER Annual Stockholders' Meeting on  
April 28, 2023**

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 2 of the Agenda, and urge stockholders to vote in favor of the following countermotion:

**Countermotion to Item 2: The actions of the members of the Board of Management shall not be ratified**

Klaus Kunz, head of sustainability at BAYER CROP SCIENCE, spoke in a recent interview with "Business Insider" about the environmental impact of chemicals produced by the BAYER Group for use in agricultural pesticides and herbicides. Kunz admitted that these products can indeed harm the environment:

*"People said our products are harmful to bees, and our message was: 'Our products are safe to the environment when applied according to label instructions' (...) But if you reflect on that – an insecticide is safe for the environment – it's a joke. It's designed not to be safe to the environment. It's designed to interfere with the environment, whatever the label instructions."*  
(<https://www.businessinsider.com/bayer-roundup-environment-chemicals-pesticides-bees-farming-monsanto-2023-1>)

Mr. Kunz is to be thanked for his honesty, because insecticides are of course harmful to insects – that is the very purpose of these substances, and that's why BAYER produces them. Yet other sources within the company continue to assert that BAYER products don't pose "any unreasonable environmental impact" (see above).

What BAYER considers a "reasonable" environmental impact can be scientifically explained as follows: neonicotinoids have harmful effects not just on the "target organisms" farmers deploy them against.

Neonicotinoids like those used, for example, in globally successful BAYER insecticides like Confidor and Gaucho (which contain imidacloprid) are also harmful to important pollinating insects such as bees.

The US Environmental Protection Agency and the European Food Safety Authority (EFSA) have determined that neonicotinoids very probably have a negative impact on many species that are already threatened or endangered.

Nevertheless, BAYER continues to sell these substances - which are highly toxic to wild bees and honey bees - wherever legally permitted to do so outside the European Union. In so doing, the BAYER Group damages the environment and the basis of human life.

Only recently, the European Commission determined that one in three bee, butterfly and hoverfly species in the European Union is already threatened with extinction. As 80% of crops and wild plants rely on animal pollination, this could pose an existential threat to our food supply and life on our planet (see the European Commission website: "Save bees and farmers!" ([europa.eu](http://europa.eu)))

BAYER and specifically its Board of Management must be aware that glyphosate has a direct negative impact on the health and life expectancy of pollinating insects.

- A study by the University of Konstanz that was published in June 2022 in the journal "Science" demonstrated that glyphosate, in combination with resource scarcity, endangers brood care and thus the survival of bumblebee colonies.
- A study published in "Nature" in 2021 demonstrated that glyphosate damages the symbiotic bacteria of beetles.

Dangers to pollinating insects have been demonstrated not just for the active ingredient itself, but also for glyphosate-based herbicides such as BAYER's "WeatherMax" formulation of Roundup.

Yet BAYER plans to continue marketing its glyphosate-based products because it apparently considers the described environmental impact to be "reasonable" (see above).

The Aurelia Foundation has filed an appeal against those plans:  
<https://www.aurelia-stiftung.de/wp-content/uploads/2023/02/28.02.08.-PM-Glyphosatklage-1.pdf>

Responsibility toward nature and future generations has so far *not* been a priority for the BAYER Group, irrespective of the "independent" Sustainability Council it established in 2019.

The BAYER Group can only maintain future business viability if it abandons its environmentally harmful business practices and removes all chemical-synthetic pesticides from its product range.

Unless that happens, the Board of Management bears responsibility for a BAYER business model that is damaging the common good.

I therefore urge stockholders to vote against ratifying the actions of the Board of Management.

(The Aurelia Foundations thanks BAYER stockholder Jan Pehrke for proposing this counter-motion)

I request notification of this counter-motion and the reasons for it pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

Sincerely,

[signed]

- [REDACTED] -

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Für Umweltschutz und sichere  
Arbeitsplätze bei BAYER weltweit!

April 11, 2023

**Counter-motion for the BAYER Annual Stockholders' Meeting on  
April 28, 2023**

We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 3 of the Agenda, and urge stockholders to vote in favor of the following counter-motion:

**Counter-motion to Item 3:**

**Resolution on the ratification of the actions of the members of the  
Supervisory Board**

The BAYER Group is acting irresponsibly in the case of the former SCHERING product Duogynon, and the Supervisory Board does not object to this practice. That is why, together with the victims of this product organized within NETZWERK DUOGYNON, the Coalition against BAYER Dangers demands that the actions of the members of the Supervisory Board not be ratified.

The hormone-based pregnancy test Duogynon was marketed in the 1960s and 1970s, and for more than 50 years it has been suspected of having caused thousands of deformities. The company nonetheless refuses to provide any assistance in shedding light on this affair.

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BAYER is hiding behind the statute of limitations and thus preventing this case from being clarified by the German courts. BAYER did not respond to offers by the injured parties to enter into talks, and also rejected the mediation proposal by the Berlin Regional Court.

Publicly accessible documents in the Berlin State Archive clearly show the extent of the cover-up and are indicative of a second Contergan (thalidomide) case. For example, the documents include numerous letters from concerned doctors describing severe deformities among their patients. Animal studies conducted internally by the company back in 1969 found significant abnormalities and deformities. Yet Schering took no action and continued to unscrupulously sell the product. In most countries outside Germany, it was taken off the market more quickly. Back then, Schering also repeatedly met with representatives of Grünenthal, the manufacturer of Contergan. There are tangible parallels with Contergan.

A recent study (published in March 2023) by the German Federal Ministry of Health describes the timeline of events in the Duogynon case. At the time, the Ministry of Health was apparently insufficiently staffed and poorly organized. Yet the study's author also criticizes Schering's conduct in several places.

To date, 661 impacted parties have contacted NETZWERK DUOGYNON. Numerous members of the German parliament are also currently occupied with the Duogynon case, and new discussions will take place in the Bundestag soon. The Ministry of Health and Schering should have acted differently following the Contergan verdict. It is incomprehensible why a global company like BAYER is acting in such a way today and refusing to admit this mistake.

A hearing before a British court will begin on May 2 to determine whether the proceedings concerning Primodos (the UK tradename for Duogynon) should be reopened in the United Kingdom. BAYER will undoubtedly receive negative press in the United Kingdom, with the prospect of a new trial that will surely attract attention worldwide.

A research project on hormonal pregnancy tests (risky hormones, pregnant patients and the controversial research on congenital deformities) has been initiated at the Charité hospital in Berlin, with scientists from around the world taking part. BAYER must finally admit the responsibility of the predecessor company SCHERING, apologize to the families and quickly make compensation payments.

It is time to end this case and finally act responsibly!

The Board of Management of BAYER has not initiated any steps to help clarify this case. They stall and fob off the victims. Such behavior is immoral. The actions of the members of the Board of Management therefore should not be ratified. Detailed information about the case can be found on the victims' website: [www.duogynonopfer.de](http://www.duogynonopfer.de)

We request notification of this countermotion and the reasons for it pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

**On behalf of the Executive Committee of the Coalition against BAYER Dangers**

[signed]

- [REDACTED] -

[signed]

- [REDACTED] -



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Arbeitsplätze bei BAYER weltweit!

April 9, 2023

Countermotion for the BAYER Annual Stockholders' Meeting on  
April 28, 2023

We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 5 of the Agenda, and urge stockholders to vote in favor of the following countermotion:

Countermotion to Item 5:

## Resolution on the approval of the Compensation Report

The Supervisory Board is proposing compensation for the Board of Management that is too high. Payments that are many times higher than the average annual salary of BAYER's non-managerial employees are neither internally nor externally justifiable. Moreover, the company makes a large part of the compensation contingent on increasing the profitability of the business, thus creating false incentives. We therefore call on stockholders to reject the Compensation Report in its present form.

The Compensation Report specifies target compensation of no less than €7.8 million for the Chairman of the Board of Management.

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The compensation of the other Board of Management members is in the range of €3.3 to €4.5 million. That is far too much.

Furthermore, the company ties the performance-related components of the Board of Management's compensation almost exclusively to financial criteria. According to the Compensation Report, the Supervisory Board aims to set "ambitious yet attainable targets that are in step with the expectations of investors and the capital market." Examples include "the performance of Bayer stock," "long-term value creation" and "efforts to improve capital market-related activities." This encourages the Board members to focus on returns without regard for human, animal and environmental welfare.

The sums involved are beyond any reasonable measure, especially when compared with the compensation of other company employees. At BAYER, the CEO earns 93 times more than the average annual salary of a non-managerial employee at the company. The other members of the Board of Management rake in 55 times more.

The Association of Ethical Shareholders Germany criticized this gap back in 2009 at the Annual Stockholders' Meeting, and proposed that the gap be reduced to a factor of 20 as a first step. Even that was unacceptable to the company. The then Supervisory Board Chairman Manfred Schneider argued against such "statistical limits." This was also rejected by current Supervisory Board Chairman Norbert Winkeljohann at the last Annual Stockholders' Meeting. "For various reasons, we do not see any added value in that approach," he answered in response to a question to that effect posed by the Coalition against BAYER Dangers. He described the immense difference between the compensation of the CEO and that of a non-managerial employee as "absolutely appropriate."

In the view of the Coalition against BAYER Dangers, the Board of Management compensation system described in the Compensation Report demonstrates a flagrant lack of social awareness and responsibility. The Coalition against BAYER Dangers therefore urges stockholders to reject the Compensation Report.

We request notification of this countermotion and the reasons for it pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

**On behalf of the Executive Committee of the Coalition against BAYER Dangers**

[signed]  
- [REDACTED] -

[signed]  
- [REDACTED] -

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April 8, 2023

Countermotion for the BAYER Annual Stockholders' Meeting  
on April 28, 2023

We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 6 of the Agenda, and urge stockholders to vote in favor of the following countermotion:

Countermotion to Item 6: Authorization of the Board of Management to convene virtual annual stockholders' meetings

The Board of Management of BAYER AG no longer wants to face direct criticism of the company. It therefore intends to secure the right to convene virtual annual stockholders' meetings even in the absence of pandemic-related reasons. We reject this attempt to further dismantle stockholder democracy, which is already limited.

The annual capitalists' class reunion in Davos, Switzerland, physically took place there again for the first time since 2020. Numerous companies such as Aurubis, BASF, Deutsche Post, Deutsche Telekom, Henkel and Volkswagen have also resumed in-person annual stockholders' meetings. Indeed, Italy is now the only country other than Germany in which annual stockholders' meetings still take place online. Yet BAYER continues to stick with the virtual format and would like stockholders to approve an advance resolution allowing it to select the online option in the next two years as well, irrespective of pandemic conditions.

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Even prior to the emergence of the coronavirus, BAYER had flirted with the idea of holding its annual stockholders' meetings online. The pandemic gave the company a suitable opportunity for a test run, which it believes went well. For that reason, BAYER engaged in considerable lobbying efforts to help bring about a law that gives companies the long-term ability to flee into the virtual world and thus avoid criticism of their actions.

This legislation "to introduce virtual annual stockholders' meetings by corporations" now allows the Board of Management to keep environmental activists, GMO opponents and climate activists at arm's length and no longer have to look those who have been harmed by BAYER products directly in the eye. Critics also no longer have the ability to distribute leaflets to stockholders and enter into dialog with them.

And the agrochemical giant doesn't even allow its stockholders to participate in all of the already limited alternatives permitted by law. Submitting questions in advance and receiving a reply in writing prior to the Annual Stockholders' Meeting - that is not possible at BAYER. After all, if everything had to be written in black and white, the company would not be able to avoid providing proper information and speaking clearly. It would not be able to avail itself of the usual excuses without exposing itself.

The Annual Stockholders' Meeting must not see its character as a place of true discourse between stockholders and management get lost in the endless expanse of the World Wide Web. The Coalition against BAYER Dangers therefore rejects the proposal to authorize the Board of Management to convene online annual stockholders' meetings.

We request notification of this countermotion and the reasons for it pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

**On behalf of the Executive Committee of the Coalition against BAYER Dangers**

[signed]  
- [REDACTED] -

[signed]  
- [REDACTED] -

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Für Umweltschutz und sichere  
Arbeitsplätze bei BAYER weltweit!

April 7, 2023

**Counter-motion for the BAYER Annual Stockholders' Meeting on  
April 28, 2023**

We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 1 of the Agenda, and urge stockholders to vote in favor of the following counter-motion:

**Counter-motion to Item 1: Use of the distributable profit**

**D** We request that the dividend be reduced to €0.10 per share. The freed-up funds should be used as follows:

- > for the payment of reparations to people whose health has been damaged by glyphosate;
- > for the payment of reparations to farmers whose crops have been destroyed by the herbicide dicamba;
- > for the payment of reparations to beekeepers whose bees have been killed by insecticides from the neonicotinoids product group;
- > for the payment of reparations to residents of Presidencia Roca, Argentina, whose health has been damaged by the BAYER pesticide HARNESS;

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- > for the payment of reparations to people injured by the MONSANTO subsidiary's herbicide AGENT ORANGE, which was used as a chemical weapon during the Vietnam War;
- > for the payment of reparations to people injured by the industrial chemical PCB;
- > for the payment of reparations to people injured by contraceptives from the YASMIN product line;
- > for the payment of reparations to people injured by the medical product ESSURE;
- > for the payment of reparations to people injured by the hormonal coil MIRENA;
- > for the payment of reparations to people injured by the antibiotic CIPROBAY;
- > for the payment of reparations to people injured by the anticoagulant XARELTO;
- > to help pay the costs of recovering chemical warfare agents from the North and Baltic seas;
- > to increase the pensions of the surviving dependents of those who lost their lives during the Nazi dictatorship in the concentration camps of IG FARBEN, which was co-founded by BAYER.

We would like to state that we would certainly be willing to request that no dividend be paid at all in order to fund the aforementioned efforts if this were legally possible. Unfortunately, that is not the case.

We request notification of this countermotion and the reasons for it pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

**On behalf of the Executive Committee of the Coalition against BAYER Dangers**

[signed]

- [REDACTED] -

[signed]

- [REDACTED] -



With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 German Stock Corporation Act (AktG) in conjunction with Section 96, Sentence 2 AktG:

At least 30 percent of the members must be women and at least 30 percent must be men. In principle, this minimum quota must be fulfilled by the Supervisory Board as a whole. However, the stockholder representatives have rejected overall fulfillment of this quota on the basis of a majority resolution presented to the Chairman of the Supervisory Board. The minimum quota for this election therefore has to be fulfilled separately by the stockholders' and employees' representatives and comprises three women and three men for each group of representatives. The stockholders' representatives on the Supervisory Board currently comprise four women and six men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.



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Arbeitsplätze bei BAYER weltweit!

April 6, 2023

#### Countermotion for the BAYER Annual Stockholders' Meeting on April 28, 2023

We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 4 of the Agenda, and urge stockholders to vote in favor of the following countermotion:

#### Countermotion to Item 4: Supervisory Board elections

We hereby propose that the following candidates be elected with effect from the end of the ordinary Annual Stockholders' Meeting 2023 through to the end of the Annual Stockholders' Meeting that will resolve on the ratification of their actions for the fiscal year 2026:

- B** a) Brigitte Hinch-Weisel, educator  
Member of the Executive Committee of the Coalition against  
BAYER Dangers (unsalaried)
- C** b) Jan Pehrke, journalist  
Member of the Executive Committee of the Coalition against  
BAYER Dangers (unsalaried)

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This proposal is based on these candidates' many years of expertise in assessing the requirements that a company must set itself in order to be able to manufacture in a socially just and ecological manner.

We request notification of this counter-motion and the reasons for it pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

**On behalf of the Executive Committee of the Coalition against BAYER Dangers**

[signed]

- [redacted] -

[signed]

- [redacted] -

[REDACTED]

April 6, 2023

[REDACTED] \* [REDACTED] \* [REDACTED]  
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**Countermotion for the Annual Stockholders' Meeting of the  
BAYER Group on April 28, 2023**


I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 2 of the Agenda and instead urge stockholders to vote in favor of the following countermotion.

**Countermotion to Item 2:  
The actions of the members of the Board of Management shall  
not be ratified**

The BAYER Group continues to aggressively market its pesticides containing the active ingredient glyphosate. In North and South American countries in which glyphosate-based products have been widely used for a long time, there is a very high rate of certain types of cancer, especially among people who live in crop-growing regions. Furthermore, many newborn babies suffer from birth defects. As glyphosate also acts like an antibiotic, the substance weakens the microbiome of people and (farm) animals. The herbicide is also harmful to biodiversity.

Yet that's not all: resistances are increasing everywhere, which means ever-higher doses are being applied. However, some fields still have had to be abandoned due to the spread of multi-resistant weeds. These negative effects also apply in Europe and Germany, albeit to a lesser extent.





The mere production of glyphosate endangers people, animals and the environment. This already starts with the extraction of the precursor phosphorite in the open pit mines near BAYER's Soda Springs site. This mining releases heavy metals, radioactive substances and other hazardous substances. The production of toxic substances continues with the downstream processing of phosphorite. Furthermore, it results in the emission of enormous volumes of climate-damaging carbon dioxide because huge amounts of energy are needed for phosphorite to release the glyphosate precursor phosphorus. To achieve this, the oven in Soda Springs has to be heated to a temperature of 1,500 degrees Celsius.

Glyphosate therefore accounts for a large portion of BAYER's greenhouse gas emissions, which amounted to more than three million metric tons in 2022. The company admits this, albeit in a somewhat convoluted way. "Our raw material extraction activities, including treatment and downstream processing, for the manufacture of the crop protection intermediates of Crop Science are especially energy-intensive," writes the company each year in the "Greenhouse Gas Emissions" chapter of its Sustainability Report.

For all these reasons, the BAYER Group should cease its glyphosate production immediately and compensate everyone who has been harmed by this substance. In the United States, however, the company failed to come to an agreement with the people who had sued it due to the damage caused to their health by glyphosate. Instead, BAYER's attorneys made the maximum demands regarding a settlement.

Meanwhile, BAYER continues to exacerbate the climate crisis, and not just through glyphosate. Overall, it made hardly any tangible progress in reducing greenhouse gas emissions in 2022. What's more, the numbers are presented in a way to make them look better than they are through "offsetting", which is something that almost never works in practice. I am waiting for BAYER to finally introduce more climate-friendly production processes - which in many cases already exist - and/or to increase its focus on more climate-friendly products.

The climate crisis is still in its infancy, yet production at BAYER's sites in recent years has already suffered from the consequences of man-made droughts and heat waves, for example in Europe. Cooling water, electricity from power plants and the supply of raw materials transported by inland waterways have been insufficient in many places. Yet BAYER lobbies heavily at the state, federal and EU levels to permit our rivers to be further dredged and straightened, which would have devastating consequences for aquatic life in the Rhine, Elbe and other German rivers and would cause even greater fluctuations in water levels during periods of drought or flooding.

At the same time, BAYER has failed to take better precautions for the next time flooding/a flood disaster occurs. If BAYER's production facilities were to be flooded, this would not only result in immense damage for the company, but would also be a disaster for the entire region due to the widespread contamination of soil and water. BAYER should also drastically reduce its groundwater extraction in general, because Germany's water losses are among the highest in the world.

As BAYER is not adapting its business practices to the global and local challenges presented by the environmental and climate crisis, but instead is further fanning the flames, I propose that the actions of the Board of Management not be ratified.

I request notification of this countermotion and the reasons for it pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

Sincerely,

[signed]

A solid black rectangular box used to redact the signature of the sender.

April 3, 2023

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**Countermotion for the Annual Stockholders' Meeting of the BAYER Group  
on April 28, 2023**

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 3 of the Agenda and instead urge the stockholders to vote in favor of the following countermotion.

**Countermotion to Item 3:**

**The actions of the members of the Supervisory Board shall not be ratified**

The BAYER Group engages in lobbying to influence politics not only in the Federal Republic of Germany and the European Union, but also in Brazil, for example. After all, Brazil is among the world's biggest markets for pesticides along with the United States, China and Argentina. For example, BAYER markets 15 highly toxic pesticides in that country that are not or no longer approved in the European Union due to their hazardousness.

Such heavenly profit conditions do not happen by accident. BAYER has engaged in intense political landscaping to achieve them. The study "Poisonous Profits - Lobbying by EU Pesticide Producers in Brazil" by Professor Larissa Mies Bombardi and Audrey Changoe vividly describes the massive influence that BAYER, too, exerts on the politics of that country. According to the study, BAYER makes use of the industry associations SINDIVEG, ABAG and CropLife Brasil, which is chaired by the former BAYER manager Christian Lohbauer.

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Think tanks such as the Instituto Pensar Agro and PR platforms such as Agrosaber also work on behalf of BAYER and other agrochemical giants.

Yet, BAYER personally performs the most important tasks. For example, CEO Werner Baumann and Matthias Berninger, head of Public and Governmental Affairs, met with the then-Brazilian President Jair Bolsonaro in 2019. And when Malu Nachreiner succeeded Marc Reichardt as Chairman of BAYER/Brasil, it didn't take long for her to introduce herself to Agriculture Minister Tereza Cristina. In addition to the targeted EU-Mercosur agreement, the planned new pesticides law of the Bolsonaro administration - which aimed to facilitate the use of glyphosate and other agricultural poisons - was a centerpiece of lobbying efforts. Described by critics as a "poison package," this group of measures deactivates the precautionary principle, for example, and prescribes bans on agrochemicals only when they present "unacceptable risks." The draft legislation also weakens the position of the environmental and health authorities in the approval procedure to the benefit of the Ministry of Agriculture and accelerates the approval process in general. Even the UN's special rapporteur for the effects of toxic substances and waste on human rights and other special rapporteurs urgently appealed in a letter to the Bolsonaro administration that the "poison package" be withdrawn.

The current Supervisory Board so far has not signaled its intention to curb the company's lobbying and back-door policy. I therefore call on the stockholders to refuse to ratify the actions of its members.

I request notification of this countermotion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

Sincerely,

[signed]

[REDACTED]

**BAYER Aktiengesellschaft**  
**Gebäude Q 26 (Legal Department)**  
**Kaiser-Wilhelm-Allee**  
**51373 Leverkusen**

Monday, April 3, 2023

**Countermotion for the BAYER Annual Stockholders'  
Meeting on April 28, 2023**

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 3 of the Agenda, and will attempt to persuade the stockholders to vote in favor of the following countermotions:

**Countermotion to Item 3:  
Ratification of the actions of the members of the  
Supervisory Board**

The BAYER Group markets many pesticides in the countries of the southern hemisphere that are banned in the EU due to their risks and side effects. The Coalition against BAYER-Dangers (CBG) has criticized these double standards for decades.

The study "Double Standards and Hazardous Pesticides from BAYER and BASF," which was published jointly by Inkota and Misereor in 2020, provides more detailed information on the situation not just in Brazil, but also in South Africa. According to the study, the Leverkusen-based multinational corporation markets 13 different pesticides in Brazil that are not approved in the EU: carbofuran, cyclanilide, ethiprole, ethoxysulfuron, fenamidone, indaziflam, ioxynil, oxadiazon, probineb, thidiazuron, thiodicarb and thiram. In South Africa, the company markets eight such substances: carbofuran, oxadiazon, probineb, pyrosulfone, thiadiazuron, thiodicarb and triadimenol. And on the Mexican market, two BAYER substances are available that have been banned in the EU: (beta-)cyfluthrin and glufosinate, which is marketed in the rest of the world by BASF. The substances spirodiclofen, imidacloprid and clothianidin, which were not banned by Brussels until after the publication of the study, are likewise still marketed by the company in Brazil. BAYER still sells imidacloprid and clothianidin in South Africa, and imidacloprid in Mexico.



[REDACTED]

BAYER markets these especially dangerous substances in countries where people are particularly at the mercy of their hazardous effects. For example, 66 percent of South African agricultural laborers reported to Inkota and Misereor that they did not receive protective clothing from the plantation owners. And in Mexico, even small children hire themselves out for field work in order to increase their parents' income. Furthermore, the conditions regarding substance thresholds are usually more lax in African, Latin American and Asian countries than in the European Union.

All of this has consequences. Of the 385 million incidents of pesticide poisoning that occur each year, the overwhelming majority are reported in the southern hemisphere. In Brazil, for example, someone dies of a chemical overdose every two days. Impacted particularly frequently are field workers in precarious employment. "Seasonal workers employed by agrochemical companies during the harvest are treated as disposable products. Our bodies are poisoned through the use of pesticides," says Alicia Muñoz from the Chilean Association of Small Farmers, Seasonal Workers and Indigenous Women.

BAYER does not dispute this. The company brazenly denies the existence of double standards in the agriculture business. It simply dismisses the existence of differences in everyday business as "other countries, other customs." "The mere fact that a crop protection product is not approved in the EU says nothing about its safety," declared Management Board Chairman Werner Baumann at the last Annual Stockholders' Meeting. "Many other regulatory authorities all around the world also have very robust and highly developed control systems to protect human health and the environment. Their assessments reflect the respective specific agronomic conditions in the various countries and by no means represent a double standard."

The current Supervisory Board tolerates the irresponsibility expressed in these words and so far has not given any indication that it intends to resolutely oppose the marketing practice of double standards. I therefore call on the stockholders to refuse to ratify the actions of its members.

[REDACTED]  
[REDACTED]

I request that this countermotion and its statement of grounds  
be published pursuant to Sections 125 and 126 of the German  
Stock Corporation Act (AktG).

Sincerely,

[signed]  
[REDACTED]

Member of the Executive Committee of the Coalition against  
BAYER-Dangers (CBG)

[REDACTED]  
[REDACTED]

**BAYER Aktiengesellschaft**  
**Gebäude Q 26 (Legal Department)**  
**Kaiser-Wilhelm-Allee**  
**51373 Leverkusen**

Sunday, April 02, 2023

**Counter-motion for the BAYER Annual Stockholders'  
Meeting on April 28, 2023**

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 2 of the Agenda, and will attempt to persuade the stockholders to vote in favor of the following counter-motions:

**Counter-motion to Item 2:  
Ratification of the actions of the members of the  
Board of Management**

The BAYER Group always alleges that it places the highest demands on the availability and undisputed quality of its pharmaceutical products and maintains uninterrupted access to its products for its patients and customers. Quote: "Our global production network is verifiably highly successful in this respect."

Yet the globalization of pharmaceutical value chains, which the company has pursued from the beginning, is now massively jeopardizing the supply of drug products. BAYER's pharmaceuticals are impacted by a steadily increasing number of supply chain bottlenecks. So far in 2023, bottlenecks have affected CIPROBAY, ASPIRIN in its various delivery forms, the cardiovascular drug NIMOTOP, the gastrointestinal product IBEROGAST and a number of cosmetic products. In recent years, the anticoagulant XARELTO, the ointments BEPANTHEN and ADVATAN [sic], the pain-reliever ALKA SELTZER, the malaria drug RESOCHIN, the cancer drug XOFIGO, the contraceptive YASMINELLE, the blood pressure medication BAYOTENSIN and the herbal product LAIF to treat mild to moderate depression have all been unavailable at times.

[REDACTED]

With their accession to the WHO, India and China have joined the world's leading producers of pharmaceuticals, with some 60 percent of all auxiliaries and active ingredients originating in those countries. BAYER, too, is increasingly sourcing substances from those two countries for cost reasons. For example, the company only owns five of its own factories for the production of pharmaceutical active substances - three in Germany, one in Spain and one in Mexico.

Yet the unparalleled cheap production in Asia has its price - at the expense of people, health and the environment. For example, the discharge of wastewater contaminated with antibiotics into rivers and lakes presents a grave danger. That's because due to the constant inflow of these substances, disease pathogens become accustomed to them and develop resistances. Nowhere in the world do such "superbugs" proliferate to such an extent as in India. In 2013 alone, 58,000 babies died in that country because they had become infected with bacteria for which there was no remedy. According to a study published by the medical journal "The Lancet Planetary Health," the greatest risk is posed by a substance developed by BAYER: ciprofloxacin.

Furthermore, pharmaceutical production is becoming increasingly concentrated in India and China. By 2015 already, there was only one remaining producer for 23 antibiotic active substances. Whenever production disruptions occur in one facility, supply bottlenecks immediately result.

Nonetheless, BAYER is vehemently opposed to establishing production facilities in Germany for all supply-relevant active substances to ensure the basic supply of at least some of these pharmaceuticals. Instead, the company intentionally focuses on highly profitable projects such as the development of products to treat cancer or rare diseases, as well as gene and cell therapies. Meanwhile, the current supply bottlenecks are revealing the complete dysfunction of the pharmaceutical market.

The current Board of Management still has not faced up to its responsibility for the basic supply of pharmaceuticals, but rather is focusing its resources solely on highly profitable products and therapies. This provokes future health risks and intensifies existing ones. I therefore call on the stockholders to refuse to ratify the actions of the members of the Board of Management.

[REDACTED]

I request that this countermotion and its statement of grounds be published pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

Sincerely,

[signed]

[REDACTED]

Member of the Executive Committee of the Coalition against  
BAYER-Dangers

Düsseldorf, April 2, 2023

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Bayer Aktiengesellschaft  
Gebäude Q 26 (Legal Department)  
Kaiser-Wilhelm-Allee 20  
51373 Leverkusen

**Countermotion for the Annual Stockholders' Meeting of the  
BAYER Group on April 28, 2023**

I hereby give notice of my intention to oppose - in my capacity as a member of the Executive Committee of the Coalition Against BAYER-Dangers - the motions of the Board of Management and the Supervisory Board with regard to Item 3 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following countermotion:

**Countermotion to Item 3: The actions of the members of the  
Supervisory Board shall not be ratified**

The BAYER Group is exerting all its political influence to bring about the conclusion of a trade agreement between the European Union and the Mercosur countries Brazil, Argentina, Paraguay and Uruguay, because it hopes to achieve higher profits as a result of this treaty. In this connection, the company is deliberately ignoring the negative effects the treaty has on people, animals and the environment. The Board of Management is responsible for this policy. The actions of its members therefore must not be ratified.

"Ever since the late 15th century, Europeans have exploited raw materials in this region and exported natural resources and agricultural produce from monocultures to Europe. This pattern is still clearly recognizable in European trade relations with the Mercosur countries." This is an excerpt from the study "Poisonous Profits" by Dr. Larissa Bombardi and Audrey Changoe. According to the study's authors, the Mercosur deal will "cement these neocolonial relationships."

Indeed, the agreement will facilitate trade of finished products from Europe in exchange above all for Latin American agricultural commodities. BAYER is among the main beneficiaries of the elimination of customs duties on pesticides and pharmaceuticals, which currently amount to as much as 14 percent. The company will also benefit from improved access to the EU markets for e.g. corn and soybeans granted in return to the Mercosur countries, as that will lead to more farmland and, accordingly, higher demand for glyphosate and other pesticides, as well as seeds.

This will inevitably increase the incidence of pesticide poisoning, which already kills one person every two days in Brazil. And inevitably, the rain forest will fall victim to the expansion of farmland. And finally, just as inevitably, the indigenous communities that live there will be increasingly displaced as a result.

"[M]any people die due to unbridled development driven by greed," says Katia Penha from the Quilombola community, warning that these conditions are likely to further worsen as a result of this treaty. The transnational Latin American federal of trade unions (CCSCS) also urgently warns against this trade agreement in its communiqué: "We are drawing attention to the catastrophic effects this agreement will have on the region's production system in general and on certain strategic production branches in particular."

BAYER doesn't dispute this criticism. On both sides of the Atlantic, the company is making every effort to ensure that Mercosur is enacted. When Olaf Scholz traveled to Latin America at the end of January not least because of the controversial agreement, his business delegation therefore included Bayer executives. The global player is also intensively groveling at EU level in connection with this issue. For example, it has commissioned the Brussels-based think tank Ecipe to evoke a more positive image of the Latin American agricultural industry in the eyes of EU politicians. The challenge lies above all in greenwashing the monoculture-dominated cash crop wasteland. At local level, the agency therefore recommends that soybean and corn barons understate their significance: "Europeans place importance on products from small, regional farms." The rest of the lobbying is handled by industry associations such as Croplife Brasil or SINDIVEG, and - on the other side of the Atlantic - Business Europe, Croplife Europe, Copa-Cogeca, CEFIC, VCI and BDI.

The Supervisory Board supports this strategy. Supervisory Board Chairman Norbert Winkeljohann therefore was recently full of good cheer in the Frankfurter Allgemeine Zeitung: "The chances of finally enacting the free trade agreement between the EU and Mercosur haven't been this good in a long time." Due to this business policy, the actions of its members should not be ratified.

I request notification of this countermotion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

Sincerely,

[signed]

- [REDACTED] -



[REDACTED]

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**From:** [REDACTED] <[REDACTED]>  
**Sent:** Saturday, April 1, 2023 4:13 p.m.  
**To:** HV\_Gegenantraege  
**Re.:** Countermotion Stockholder number [REDACTED]

Ladies and gentlemen,

**A** I hereby propose a countermotion to Item 1 of the Agenda that 2/3 of net income, but not less than €5.00 per share, be distributed to the stockholders.

Reason: I cannot see how Bayer AG can currently wisely use the undistributed portion of net income. This is our net income, and as much of it as possible should be paid out to the stockholders. By effecting a high dividend payment, we may even be able to prevent the Board of Management from embarking on further adventures which, as in the case of Monsanto, could result in many years of severe damage.

Best regards to all the stockholders,

[REDACTED]  
Tax Advisor  
Consultant for International Tax Law

[REDACTED]

[REDACTED]

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**Von:** [REDACTED] <[REDACTED]>  
**Sent:** Friday, March 3, 2023 4:59 a.m.  
**To:** HV\_Gegenantraege  
**Concerning:** Countermotions for Items 1 and 2 of the Agenda of the BAYER  
Annual Stockholders' Meeting on April 28, 2023

BAYER Aktiengesellschaft  
Building Q26 (Legal Department)  
Kaiser-Wilhelm-Allee 20  
51373 Leverkusen

Dear Sir or Madam,

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Items 1 and 2 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following countermotions:

**Countermotion to Item 1:**

The proposal by the Board of Management and the Supervisory Board to pay a dividend of €2.40 per share carrying dividend rights shall be rejected.

Reason:

According to page 17 of the Bayer Half-Year Financial Report as of June 30, 2022, net financial debt of the BAYER Group increased by **€2.1 billion** to €36.6 billion in the second quarter of 2022 (March 31, 2022: €34.5 billion). Cash inflows from operating activities did not fully offset the outflows for the dividend payment and negative currency effects.

**Conclusion:** BAYER AG actually could not afford the dividend payment of €1,963 million for 2021. So as not to further increase the debt of BAYER AG as a result of the urgently needed reorganization and restructuring measures, it is moved that no dividend be paid for fiscal 2022.

Despite unfavorable inherited burdens, the German federal government is attempting to lead the country into an ecological, sustainable and modern future so that current and future generations can live well. This development has been foreseeable for many years. Successful business leaders are visionaries who focus on the future. Unfortunately, this was not the case with the Board of Management of BAYER AG; otherwise, it should have been clear to the Board of Management that Monsanto is not suited to a progressive country like Germany. It was thus foreseeable already prior to the acquisition of Monsanto that this takeover would develop into an existential threat for a German company.

It does not have to reach the point at which BAYER AG is targeted by activists and impacted by acts of sabotage. For example, climate activists even consider violence in the sense of targeted sabotage to be justified.

**Conclusion: Crop Science** should be transferred to the United States and further developed there, as this division is not suited to Germany. Furthermore, past mistakes (glyphosate, PCBs) can be better processed there and a fair agreement ultimately reached with the plaintiffs.

Sales at **Pharmaceuticals** rose by only 1.1 % to €19,252 million on a currency- and portfolio-adjusted basis in 2022. The global **consumer health** market grew by around 8 % in 2022. Inflationary pressure in particular led to price increases. The changes in **volume sales** do not look good at all. Volumes increased by a weak 3.4 % in 2021 and an even weaker 2.2 % in 2022 (see page 99 of the 2022 Annual Report).

The sales of average companies increase by about 4 % annually (because annual global economic growth amounts to approximately 3-5 %);

- productivity increases (cost reduction) approximately 2% per year
- price increases approximately 2 % annually.

This results in earnings growth of 4 % + 2 % + 2 % = 8 % annually for average companies. That means unsuccessful companies generate earnings growth of less than 8 % per year.

The **Pharmaceuticals** and **Consumer Health** divisions have performed below average since 2018. For many years, the Board of Management of BAYER AG has obviously been at a loss as to how to improve sales of these two divisions, first to the average and then to the above-average range. But then unsuccessful companies like to use EBITDA to mislead stockholders. With this ignorant attitude, the two divisions will continue to lose ground until no purchaser can be found who is willing to return these two businesses – which are in dire need of rehabilitation – to the growth zone through restructuring and thus safeguard the existing jobs over the long term.

I wish the coming Board of Management the best of luck for the looming restructuring tasks at BAYER AG.

## Countermotion to Item 2:

The actions of the members of the Board of Management shall not be ratified. In my opinion, the current Board of Management during its term of office has transformed BAYER AG into a business in urgent need of restructuring. What was once the most valuable DAX company is now worth only €58 billion on the stock market – which is less than it once paid for Monsanto. This stock price trend perfectly highlights the plight of recent years.

The Board of Management obviously had to spend most of its time fighting off litigations against the **Crop Science** Division and coming up with “Alternative Performance Measures Used by the Bayer Group,” and therefore was not able to adequately focus on further developing the **Pharmaceuticals** and **Consumer Health** divisions. As a result, these two businesses performed below average and were not able to keep pace with the global leaders. On page 75 of the 2019 BAYER Annual Report, stable global market growth was forecast for Consumer Health. Persistent growth drivers were said to be the growing and aging world population and the trend toward increasing self-care. Unfortunately, BAYER AG is not participating in this development. The Board of Management is solely responsible for this mismanagement of recent years, and its actions therefore must not be ratified.

Completely incomprehensible to the information-starved stockholders is the creation of “Alternative Performance Measures Used by the Bayer Group” (see page 90 of the 2022 Annual Report). However, it is noted on page 107 of the 2022 Annual Report that these key performance indicators are not subject to any regulations and there is no generally accepted reporting standard for them.

This can only mean that the company is attempting to pull the wool over the stockholders' eyes. Companies that eagerly attempt to mislead stockholders with EBITDA are usually those with no notable competitive advantage. After all, the positive thing about a company with a long-term competitive advantage is that it earns so much money that it does not need to mislead anyone to look good.

Financial number-crunchers use an abbreviation to recalculate profits: EBITDA (which involves disregarding interest, taxes, depreciation and amortization). However, these "clever" people who use EBITDA forget that depreciation, amortization, interest and taxes are extremely real costs and should be accounted for in any earnings calculation. Otherwise, in the short term we would fool ourselves into believing BAYER AG is earning more money than is actually the case. When studying the annual report of BAYER AG, one even gets the impression that additional special items are in fact deducted from EBITDA until a positive performance seemingly results. The Board of Management refers to these meaningless calculations as "Alternative Performance Measures Used by the Bayer Group."

The following example shows the negative consequences that can result from EBITDA: in June 2015, the manager David A. Brandon was hired as CEO of Toys "R" Us. His contract enabled him to receive wages of US\$18 million per year even though he was responsible for one of the biggest bankruptcies in U.S. retailing history in 2017. The reason for this was that his performance was measured according to the controversial indicator EBITDA (see Wikipedia).

As BAYER AG has now sunk to the point that restructuring is urgently needed, the actions of the Board of Management should not be ratified.

I request notification of these two counter motions and the reasons for them pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

Sincerely,

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