Countermotions and Proposals for Election for the Annual Stockholders' Meeting 2024 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/gegenantraege-wahlvorschlaege-hv2024.

We designate with capital letters Proposals for Election and those countermotions 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 countermotions, 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 countermotions, you must vote “No” to the respective item on the Agenda.

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Countermotion for the BAYER Annual Stockholders’ Meeting on April 26, 2024

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 Agenda Item 4: Supervisory Board elections

We hereby propose that the following candidates be elected with effect from the end of the Annual Stockholders’ Meeting 2024 through to the end of the Annual Stockholders’ Meeting that will resolve on the ratification of their actions for the fiscal year 2027:

a) Brigitte Hincha-Weisel, educator
   Member of the Executive Committee of the Coordination against BAYER-Dangers (unsalaried)

b) Jan Pehrke, journalist
   Member of the Executive Committee of the Coordination against BAYER-Dangers (unsalaried)

c) Marius Stelzmann, Managing Director of the Coordination against BAYER-Dangers

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.
d) Max Meurer, Student  
e) Christiane Schnura, social education specialist

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 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 Coordination against BAYER-Dangers

[signed]  
- Jan Pehrke -

[signed]  
- Brigitte Hincha -
Countermotion
for the BAYER Annual Stockholders’ Meeting on April 26, 2024

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

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

At BAYER’s Annual Stockholders’ Meeting last year, the Board of Management of BAYER obtained authorization from the stockholders to hold virtual annual stockholders’ meetings. This year, despite there being no pandemic-related reasons to do so, the company is for the first time exercising its right to convene virtual annual stockholders’ meetings in order to avoid facing direct criticism. The Coordination against BAYER-Dangers (CBG) views this as a violation of stockholder democracy and therefore calls for the actions of the members of the Board of Management to not be ratified.

German Health Minister Karl Lauterbach officially declared the COVID-19 pandemic to be over at the beginning of April 2023. A public health emergency therefore can no longer serve as grounds for holding an annual
stockholders’ meeting in online form. The company has other motives: the Supervisory Board and the Board of Management do not want to be personally confronted with criticism of the company and are therefore accepting a further weakening of stockholder democracy, which is already underdeveloped.

As early as 2023, major German companies of comparable economic significance to the BAYER Group once again held in-person annual stockholders’ meetings – and in 2024, even more companies did so. The Leverkusen-based multinational corporation decided against that, however, and thus against a fair and barrier-free participation option for small shareholders and critics of the company. On top of everything else, the company obtained consent from its major investors for an advance resolution that enables the Board of Management to also choose the online option in the next two years independently of pandemic situations. The company’s management exercised this option in 2024.

Back in 2020, the CBG had already warned that once virtual annual stockholders’ meetings became possible, there would be no going back. And that is exactly what happened: after what the company considered to be a successful trial run, BAYER lobbied strongly for a law enabling it to permanently flee from criticism of the company by escaping into the virtual world. This legislation “to introduce virtual annual stockholders’ meetings by corporations” has since allowed the Board of Management to keep those who have been harmed by BAYER products, as well as critical stockholders, at arm’s length rather than being directly confronted by them.

In the past, those harmed by BAYER products and other speakers were able to enter into a vibrant dialogue with both the Board of Management and the stockholders at large. They could not only present their concerns, but also discuss them further with interested listeners. This prompted a not insignificant number of stockholders to follow calls by the company’s critics to vote against ratifying the actions of the members of the Supervisory Board and the Board of Management. This type of interaction is now no longer possible. Furthermore, activists can no longer inform the stockholders about their concerns using leaflets, posters, small-scale activities or other acts of political communication.

BAYER is not even fully utilizing all of the virtual participation options enabled by law. Thus, BAYER is not permitting the submission of questions prior to the Annual Stockholders’ Meeting which would require written responses. 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 make the usual excuses without exposing itself.

As long as the Annual Stockholders’ Meeting only takes place online in a virtual setting, it is no longer a forum of true discourse between stockholders and management. Last year, the Board of Management had the stockholders sign off on the option of selecting such a format and is now making use of it to preclude spirited criticism of the company. The actions of its members therefore must not be ratified.

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 Coordination against BAYER-Dangers

[signed]                  [signed]
- Jan Pehrke -           - Brigitte Hincha -
Subject: Election proposal / stockholder number:

Dear Bayer Aktiengesellschaft,

I would like to submit a counterproposal (Agenda Item 4) to nominate myself for election to the Supervisory Board at the forthcoming Annual Stockholders’ Meeting on April 26, 2024. I hereby give my consent to publication of the extended counterproposal. Furthermore, I request a vote in accordance with Section 137 of the AktG.

My counterproposal comprises the following information:

"Name, first name: Georgiadis, Savvas
Occupation: Qualified electrical engineer (Dipl.-Ing. (FH)), managing partner
Place of residence: Nürnberg, Germany
Year of birth: 1979
Place of birth: Cologne, Germany
Nationality: German, Greek
Employment history: Since 2008, managing partner, IngSG GmbH, Nürnberg, Germany
Education: Degree in electrical engineering with specialization in automotive electronics at the University of Applied Sciences in Cologne (FH Köln)
Honorary positions: Lay judge, Nürnberg Finance Court; member of the Trade and Services Technical Committee of the German Chamber of Industry and Commerce (IHK); member of the Securing Skilled Personnel Technical Committee of the German Chamber of Industry and Commerce (IHK)
Membership in statutory supervisory boards of corporations in Germany:...
Membership in comparable supervising bodies of corporations in Germany or abroad:...
I have sufficient capacity to exercise this office. You can rely on my independence as I have not been active on the Supervisory Board for more than 10 years.

Many thanks in advance.

Sincerely,

Savvas Georgiadis
April 11, 2024

Countermotion for the BAYER Annual Stockholders’ Meeting on April 26, 2024

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 the other stockholders to vote in favor of the following countermotion:

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

The glyphosate lawsuits filed by cancer sufferers seeking financial compensation have plunged BAYER into a massive crisis. As a result, the management is under growing pressure to split up the company. At the Financial News Conference, however, the Board of Management rejected this proposal – for the time being. Instead, it is committed to job destruction. The Coordination against BAYER-Dangers and critical shareholders that it represents reject the way that the harmful consequences of glyphosate production for human health and the environment are being taken out on the workforce. However, the Supervisory Board supports this corporate strategy. The actions of its members therefore must not be ratified.

At the Financial News Conference on March 5, BAYER CEO Bill Anderson outlined a restructuring model called Dynamic Shared Ownership. Despite
the vague formulations such as “eliminating bureaucracy”, “making structures leaner” and “accelerating decision-making processes”, it is actually a brutal job destruction program. The precise scope has not yet been reported by Bayer. However, it has announced “substantial job cuts” and has not even ruled out job dismissals for operational reasons. Anderson has estimated the savings potential at two billion euros annually from 2026. Upper management will be particularly hard hit. In the United States, the Pharmaceuticals Division has already axed 40 percent of its jobs. The workforce is in a state of fear as a result.

This job destruction is the Board of Management’s reaction to the still unresolved glyphosate issues. Following the first verdicts from judges who imposed punitive payments amounting to millions, Bayer switched to a mediation approach, which it has since moved away from, however. It then attempted in vain to gain a verdict in its favor from the US Supreme Court. Then Bayer took a wrong turn by adopting a policy of deterrence. It took particularly promising lawsuits to court and hoped that easy victories would motivate the elderly plaintiffs to accept low-cost settlements and discourage potential new plaintiffs from entering into legal disputes, a strategy which however did not prove successful.

More than five years have now passed since the first verdict, and a solution for how to deal with the affected individuals is still not in sight. According to the Annual Report, there are still 54,000 glyphosate lawsuits pending. Even so, the Board of Management remains committed to the product, continues to market it and is still hatching new legal tricks to dodge the claims for compensation.

This has all plunged BAYER into the biggest crisis in its history and is threatening its existence; there is still the risk that the company will have to be split up. It is the employees alone who now have to pay the price for this situation. The Supervisory Board has allowed it to happen. The actions of its members therefore must not be ratified.

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

On behalf of the Executive Committee of the Coordination against BAYER-Dangers

[signed]  [signed]
- Jan Pehrke -  - Brigitte Hincha -
Countermotion for the Annual Stockholders’ Meeting of the BAYER Group on April 26, 2024

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 Agenda Item 3: The actions of the members of the Supervisory Board shall not be ratified

Polychlorinated biphenyls (PCBs) continue to cause immense harm to humans, animals and the environment, even though these substance groups were banned long ago. BAYER and its current subsidiary MONSANTO ranked among the major producers. Nevertheless, the Leverkusen-based multinational company refuses to accept liability for this. Instead, the company is attempting to deny all blame at its current trials in the United States. It is also not contributing to the decontamination of affected buildings. The Supervisory Board approves this course of action by the Board of Management. The actions of its members therefore must not be ratified.

According to the Stockholm Agreement of 2001, polychlorinated biphenyls (PCBs) rank among the 12 most poisonous industrial chemicals (“the dirty dozen”). These degrade only very slowly in the environment and are therefore considered “forever chemicals.” Prior to being banned, PCBs were primarily used in electrical appliances, joint sealants, coatings, oils and floor coverings. The highest levels of PCB contamination are found in older public buildings such as schools, universities and administrative offices.

Potential health consequences include damage to genetic material, cancer and infertility; liver, kidney, thyroid and skin disorders; diseases of the immune system; neurological diseases of the brain, mental disorders and disorders of the peripheral nerves.

Experts estimate the expected costs for compensation at several billion euros. Instead of engaging in the usual legal mudslinging, however, the victims and BAYER AG itself would be far better served if the company management ensured transparency and proactively took responsibility.
This would be the best possible advertisement for the company and would restore the trust of those affected, their families and the communities in the United States and here in Germany and Europe.

However, this would require a change in strategy towards working together with the owners and authorities to clean up the contaminated sites and to remedy the environmental damage. Of course, nobody wants to bankrupt BAYER, but participating in this task for society as a whole could spare our children, young people and teachers further preventable serious damage to their health or even death. It would therefore be advisable to offer the plaintiffs fair settlements so that the lawsuits can be quickly brought to an end and the enormous remediation work can finally seriously begin.

However, the company is not prepared to do this. The Supervisory Board supports this business policy instead of demanding a different approach to the PCB crisis. This is why I propose that the actions of the Supervisory Board 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]
Christiane Schnura
April 9, 2024

Countermotion for the BAYER Annual Stockholders’ Meeting on April 26, 2024

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

Countermotion to Agenda Item 5:
Approval of the compensation system for the members of the Board of Management

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 BAYER Group makes a large part of the compensation contingent on increasing the profitability of the business, thus creating false incentives. In its own words: “We focus on growth, profitability and liquidity as financial performance indicators that serve as significant incentivization factors in our compensation system for the Board of Management.”

We therefore call on stockholders to reject the proposed compensation system.
The Compensation Report sets the annual target compensation for CEO Bill Anderson at not less than 8.5 million euros. The salaries of the other Board of Management members are all in the region of 1.3 million euros. 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. Achievement of sustainability targets is only a factor when calculating long-term cash compensation and makes up only about nine percent of the total compensation overall.

Furthermore, the Supervisory Board does not precisely define the sustainability targets, despite the existence of concrete variables that could serve as a yardstick, such as CO₂ emissions. “Social sustainability” is likewise not defined in more detail, although there are benchmarks that could apply in this field, such as compliance with social and ecological standards along the entire value chain, equal pay for men and women, or the avoidance of double standards when marketing pesticides and other products.

The sums involved are beyond any reasonable measure, especially when compared with the compensation of other company employees. For example, BAYER’s CEO earns 69 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 11 times more.

The Coordination against BAYER-Dangers (CBG) already criticized this at the last Annual Stockholders’ Meeting, but Supervisory Board Chairman Norbert Winkeljohann appeared unconcerned about the devastating negative social consequences of this kind of pay gap. On the contrary, he stated that the widening pay gap represents “an intrinsically logically consistent difference.”

In the view of the Coordination, the Board of Management compensation system described in the Compensation Report demonstrates a flagrant lack of social responsibility. The CBG therefore urges stockholders to reject this compensation system.

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 Coordination against BAYER-Dangers

- Jan Pehrke -  

- Brigitte Hincha -
Jan Pehrke

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

Countermotion for the Annual Stockholders’ Meeting of the BAYER Group on April 26, 2024

I hereby give notice of my intention to oppose – in my role as a member of the Executive Committee of the Coordination Against BAYER-Dangers – 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 other stockholders to vote in favor of the following countermotion:

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

The BAYER Group’s method of production is solely profit-oriented and contributes massively to the destruction of our environment and the acceleration of man-made climate change. Responsibility for these business practices lies with the Board of Management. The actions of its members should therefore not be ratified.

BAYER emitted three million metric tons of greenhouse gases in 2023 – a decline of only 28,000 tons compared with 2023. Methane emissions have actually increased by 1,000 tons of CO₂ equivalents since 2019. This is irresponsible in view of the fact that methane is responsible for nearly one-third of the global temperature increase according to the International Energy Agency. Yet that’s not all: the company reported increases for two further climate-damaging substances – fluorinated hydrocarbons and nitrous oxide – compared with 2022.

A large part of BAYER’s greenhouse gas emissions is attributable to glyphosate, as this herbicide is also a veritable climate killer in addition to everything else. Its entire production process consumes a huge amount of energy. For example, the furnace at the Soda Springs site in the United States has to be heated to an operating temperature of 1,500° Celsius to extract the glyphosate precursor phosphorous from phosphorite. This resulted in CO₂ emissions of 516,556 tons and methane emissions of 7.4 tons in 2022. The processing of phosphorous into the end product ROUNDUP in Luling is also immensely harmful to the climate. Here the carbon dioxide emissions amounted to 85,712 tons and methane emissions to 1.61 tons in 2022.

The company is not making any progress toward its own goal of generating power from renewable energies and becoming climate-neutral by 2030. Most of the electricity BAYER produces itself is still generated from natural
gas. BAYER has made at least some progress with regard to externally purchased electricity, however, because here the company is increasingly focusing on renewables.

Rather than attempting to actually reduce its greenhouse gas emissions, BAYER pursues a policy of “compensation rather than reduction.” The agrochemical giant plans to offset a substantial share of its emissions through investment in reforestation projects and other programs, which the German news magazine Der Spiegel describes as “selling green indulgences.”

The global player claims such measures had a positive impact of 600,000 tons on its carbon footprint in 2023. Yet there is considerable doubt as to how reliable this figure is. That’s because for some of its compensation transactions, the agrochemical giant purchased certificates from a company called Verra that – according to research by the news weekly Die Zeit and other media – did not represent actual carbon dioxide savings but rather were “a pile of junk.”

Overall, BAYER’s environmental record for 2023 is simply not good. According to its Sustainability Report, for example, emissions of particulates increased by 4.4 percent and the release of total organic carbon into wastewater by 0.4 tons. Furthermore, the company has made no progress with regard to water consumption. BAYER used just as much water last year as in 2022, at 53 million cubic meters. Of this figure, an unchanged 21.3 million cubic meters came from groundwater. To make matters worse, the agrochemical giant’s tremendous thirst also extends in the same magnitude to regions impacted by water scarcity. BAYER extracts three million cubic meters of water in such regions.

In other words, the BAYER Group does not live up to its commitment to assume responsibility for the environment. These are simply empty words that are part of a PR strategy and intended to portray BAYER as an environmentally conscious company.

Serious plans are needed to fight climate change and damage to the environment, yet the Board of Management is more interested in generating billions in profits. The actions of its members should therefore 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,

- Jan Pehrke -
Countermotion for the Annual Stockholders’ Meeting of the BAYER Group on April 26, 2024

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 Agenda Item 2:
The actions of the members of the Board of Management shall not be ratified

The current BAYER subsidiary MONSANTO produced the chemical weapon Agent Orange for the Vietnam War. Tran To Nga, who was injured by this substance, is therefore suing BAYER and 13 other companies for damages. The Leverkusen-based multinational company does not, however, recognize any culpable conduct and rejects the claims. The Board of Management bears responsibility for this legal strategy. The actions of its members therefore must not be ratified.

From as early as 1950, MONSANTO was already in regular contact with the chemical weapons department of the US military regarding the possibility of using the herbicidal active substance 2,4,5-T for military purposes. Moreover, the company was aware of the dangerous nature of the Agent Orange chemical right from an early stage. During a meeting held with other manufacturers of this product to discuss the health risks, however, MONSANTO exerted pressure on the representatives of these other companies to conceal these risks from the US government.

This had immense consequences for both humans and the environment. More than 4.8 million Vietnamese citizens were exposed to these pesticides converted into chemical weapons. Three million continue to suffer to this day, and children are still being born with deformities. Swiss publicist Peter Jaeggi therefore describes the Vietnam conflict as a “never-ending war.”

One of those who was injured is Tran To Nga. “They sprayed so much Agent Orange that we were completely wet in the end,” she says, recalling the
day in December 1966 when she first came into contact with the herbicide. Fairchild C-123 transport aircraft had approached at low altitude and sprinkled a white powder over the ground. "The powder transformed into a sticky liquid that covered my body. A fit of coughing took me and I felt like I was suffocating," remembers the now 82-year-old woman.

Tran To Nga was exposed to Agent Orange “rain” two further times, leading to numerous health problems. For example, she suffers from the blood disease alpha-thalassemia, chloric acne and a heart defect that she passed on to her first daughter and of which the child died after only 17 months. Tran’s other two daughters have also been impacted. One inherited alpha-thalassemia from her mother, while the other suffers from asthma.

Neither Tran To Nga nor any of the other individuals similarly impacted have ever received compensation for these injuries. She therefore decided in 2014 to sue MONSANTO and the other manufacturers. “I’m not fighting for myself, but rather for my children and the millions of other victims,” Tran says, explaining her motivation.

The BAYER Group defends the actions of what is now its subsidiary, however, and is pleading “not guilty.” “For years, courts around the world have found that suppliers are not liable for damage claims arising in connection with the wartime use of these products by the US government,” the company explains. In BAYER’s view, it was the US government that “decided when, where and how the substance was used six decades ago.”

Yet that’s not all: the company’s attorneys are attempting to exert pressure on Tran To Nga. “During the trial, they suddenly wanted me to produce the contract with the press agency I worked for during the war. That is absurd (…) They said that if I was unable to produce this contract, I would have to compensate each of the accused companies at a rate of 200 euros per day.” Apart from that, the attorneys are banking on a biological solution. “They know I have these diseases and are hoping that I’ll disappear before the trial ends.”

The Board of Management bears responsibility for this defense strategy and has no intention of changing it at the appeal hearing scheduled for May. I therefore move that the actions of its members 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]
Christiane Schnura
Countermotion for the Annual Stockholders’ Meeting of the BAYER Group on April 26, 2024

I hereby give notice of my intention to oppose - in my role as a member of the Executive Committee of the Coordination 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 Agenda Item 3: The actions of the members of the Supervisory Board shall not be ratified

BAYER is attempting through all available means to weaken the approval regulations for crops modified with gene scissors such as CRISPR/Cas although this harbors substantial risks for humans, animals and the environment. The Supervisory Board approves of this course of action. The actions of its members therefore must not be ratified.

According to the company, the modifications initiated using gene scissors can be “precisely controlled.” This is by no means the case, however. Unintended mutations often occur in the intended locations, and intended mutations often occur in unintended locations. It is partly for this reason that the German Federal Agency for Nature Conservation (BfN) does not consider constructs created by means of new genomic techniques (NGT) to be less harmful than those produced by gene transfer. “In the opinion of the BfN, the statement that NGT-based plants harbor fewer risks in general is not accurate,” states the Federal Agency. It recently received support from the French agency ANSES, which determined in an expert opinion that through these processes, “unexpected effects on the phenotype and agronomic properties of plants are always possible, and unexpected changes to the composition of the plant or to food products produced from it could also be possible.” ANSES listed “changes in the toxicity, allergenicity or nutrient properties” as specific examples.

Nevertheless, BAYER vigorously lobbied the EU to achieve deregulation of the new genomic techniques. The Transparency Register of the EU shows meetings with Lukas Visek from the cabinet of Frans Timmermans, who served as Executive Vice President of the European Commission for the European Green Deal until the end of August 2023, and with Joanna Stawowy and Jorge Pinto from the cabinet of EU Agriculture Commissioner Janusz Wojciechowski.
The company also lobbied for a proposed regulation. It was especially important to the company to avert a labeling requirement. The submitted document therefore states that “application of the current EU regulations on GMO labeling and traceability to NGT-based plants that are comparable to conventionally bred plants is disproportionate and difficult to enforce.” And the company attained its goal: the proposal by the EU Commission stipulates that most arable crops produced using gene scissors such as CRISPR/Cas shall be treated like crops produced using conventional breeding practices and exempted from both risk assessments and labeling requirements.

This takes away consumers’ freedom of choice and jeopardizes the livelihoods of organic farmers because they can no longer guarantee their products. “No matter how you look at it and what precautionary measures we take, this proposed law would make it impossible for us to prevent contamination from genetically engineered products in our fields and stables,” says organic farmer Bärbel Endraß with respect to the European Union’s plans.

When it comes to commercial usability, however, these plants are indeed very special for BAYER. “As with other technologies, protection of intellectual property rights is of crucial importance for new genomic techniques,” the company says. After all, the company would make hardly any money without patent protection. And these genetic crops that the company wants to be indistinguishable from natural plants thus suddenly become creations made by BAYER.

The German Plant Breeders’ Association (BDP) and the German Farmers’ Association DBV are staunchly opposed to this. “We need to scrutinize the systems protecting intellectual property rights in plant breeding and come up with a quick, legally binding solution according to which biological material that could also occur or be generated in nature cannot be patented,” demands BDP Executive Director Dr. Carl-Stephan Schäfer. And DBV President Joachim Rukwied also warns: “There must not be patents on plants.”

Yet the Supervisory Board supports the Board of Management’s strategy with regard to new genomic techniques. I therefore call on the Annual Stockholders’ Meeting not to ratify the actions of its members.

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]
    - Jan Pehrke -
Countermotion on ratifying the actions of the Board of Management members

Ladies and Gentlemen,

In view of the impending decision on ratifying the actions of the members of the Board of Management at the upcoming Annual Stockholders’ Meeting, I would like to put forward a countermotion, proposing that the actions of the members of the Board of Management not be ratified.

Following close examination of the information at hand and looking at the performance of the Board of Management in 2023, I believe that not ratifying the actions of the Board of Management would not only be appropriate, but also in the interest of the company.

Reasons:

**Lack of success:** Despite the current challenges and opportunities, the Board of Management has failed to unlock the full potential of the company. Sales and earnings growth fell short of expectations, which can be attributed to insufficient strategic alignment and execution. This includes, in particular, failures in the development of new medicines.

**A lack of transparency:** Board of Management communication with stockholders and other stakeholders was neither satisfactory nor sufficiently transparent. Key decisions (such as the decision not to split up the company) were not sufficiently explained, leading to a loss of confidence in the management.

**A lack of innovation and adaptability:** The Board of Management has failed to come up with innovative strategies (company split-up, sale of non-core businesses) and adapt the company to changing market conditions.

This has led to a fall in the company’s competitiveness and has held back its long-term growth.

In view of these aspects, I believe that it would be appropriate and necessary to not ratify the actions of the members of the Board of Management in order to send a clear message that the performance and governance of the company needs to be improved.

I therefore ask you to consider my countermotion and to not ratify the actions of the members of the Board of Management.

Please do not hesitate to contact me should you have any further questions or require additional information.

Kind regards,

Niklas Wischkony