



Description of the compensation of the members of the Supervisory Board (Agenda Item 6 of the Annual Stockholders' Meeting of Bayer Aktiengesellschaft on April 25, 2025)

The compensation of the Supervisory Board is governed by Article 12 of the Company's Articles of Incorporation, according to which the members of the Supervisory Board receive fixed compensation in addition to attendance fees and reimbursement of expenses. The level of fixed compensation is determined according to the duties that the respective member performs on the Supervisory Board and its committees. Section 12 of the Articles of Incorporation stipulates additional fixed compensation for serving on committees of the Supervisory Board; the Chairperson and the Vice Chairperson of the Supervisory Board do not receive additional compensation for serving on committees. The currently valid version of the Articles of Incorporation, which includes the provisions governing the compensation of the Supervisory Board (Article 12), is available online at www.bayer.com/stockholders-meeting, and can also be accessed during the Annual Stockholders' Meeting.

The role of the Supervisory Board is to advise and oversee the Board of Management, which is responsible for steering the company and managing its businesses. Pursuant to Section 113, Paragraph 1, Sentence 3 of the German Stock Corporation Act (AktG), compensation should be commensurate with the tasks of the Supervisory Board members and take account of the company's situation. In setting Supervisory Board compensation, consideration should be given to the demands of the office of the Supervisory Board member, the time involved and the responsibility borne by the Supervisory Board members for the company.

Appropriate Supervisory Board compensation ensures that the Company will remain able to attract outstandingly qualified domestic and international candidates for appointment to the Supervisory Board. Supervisory Board compensation thus contributes sustainably to advancing the Company's business strategy and to its long-term development.

The compensation of Bayer's Supervisory Board was last adjusted by the 2021 Annual Stockholders' Meeting, which resolved to increase the annual fixed compensation for membership in the Supervisory Board and the annual fixed compensation for the Supervisory Board Chairperson and the Vice Chairperson by approximately 20 percent respectively. Furthermore, the additional compensation for service on the various committees was reduced overall and more strongly differentiated. In addition, the attendance fee was increased and is now also paid for participation via telephone and virtual attendance.

The Board of Management and the Supervisory Board regularly review the compensation of the Supervisory Board members. In the view of the Board of Management and the Supervisory Board, the level of compensation stipulated in Section 12 of the Articles of Incorporation remains appropriate in view of the Company's situation and in comparison to supervisory board compensation at other major listed companies in Germany. Accordingly, the Board of Management and the Supervisory Board believe it is not currently necessary to adjust the compensation for the Supervisory board members stipulated in Section 12 of the Articles of Incorporation. It is therefore proposed under Agenda Item 6 that the Annual Stockholders' Meeting confirm the compensation of the Supervisory Board as stipulated in Section 12 of the Articles of Incorporation.

Irrespective of the provisions of the Articles of Incorporation regarding Supervisory Board compensation, it should be noted that all stockholder and employee representatives have so far given an undertaking to the Supervisory Board following their election that they will each purchase Bayer shares to the value of 25 percent of their pretax fixed annual compensation and additional compensation for committee membership pursuant to Section 12, Paragraphs 1 and 2 of the Articles of Incorporation, and hold these shares for as long as they remain members of the Company's Supervisory Board ("voluntary pledge"). The voluntary pledge to purchase Bayer shares only applies to the fixed annual compensation and the additional compensation paid for the first five years of membership of the Supervisory Board. These Bayer shares must then be retained until membership of the Supervisory Board ends. This voluntary pledge does not apply to members who under a service or employment contract are prevented from purchasing shares or who transfer at least 85 percent of their fixed annual compensation and additional compensation to the Hans Böckler Foundation in accordance with the rules of the German Trade Unions Confederation or whose service or employment contract requires them to transfer such compensation to their employer. If less than 85 percent of the fixed annual compensation and additional compensation

is transferred, the voluntary pledge applies to the portion not transferred. The voluntary pledge is to be retained.

This translation is provided for convenience only.

The German version is the sole legally binding version.