



**Information in accordance with Section 125 of the German Stock Corporation Act (AktG) in conjunction with Article 4 and Annex Table 3 of the Commission Implementing Regulation (EU) 2018/1212 ("EU-IR")**

**A. Specification of the message**

1. Unique identifier of the event: Virtual Annual Stockholders' Meeting of Bayer Aktiengesellschaft 2022  
**(formal specification according to EU-IR: 3be75883cdd8eb118121005056888925)**
2. Type of message: Convening of the Annual Stockholders' Meeting  
**(formal specification according to EU-IR: NEWM)**

**B. Specification to the issuer**

1. ISIN: DE000BAY0017
2. Name of issuer: Bayer Aktiengesellschaft

**C. Specification of the meeting**

1. Date of the Stockholders' Meeting: April 29, 2022  
**(formal specification according to EU-IR: 20220429)**
2. Time of the Stockholders' Meeting: 10:00 a.m. (CEST)  
**(formal specification according to EU-IR: 8:00 a.m. UTC)**
3. Type of meeting: Annual Stockholders' Meeting as a virtual event without the physical presence of stockholders or their proxies  
**(formal specification according to EU-IR: GMET)**
4. Location of the meeting:  
  
URL to the company's Internet Service for following the Annual Stockholders' Meeting in audio and video form and for exercising stockholders' rights: <https://www.bayer.com/stockholders-meeting>  
  
Location of the Annual Stockholders' Meeting as defined by the German Stock Corporation Act: Kaiser-Wilhelm-Allee 1b, 51373 Leverkusen, Germany  
  
**(formal specification according to EU-IR: https://www.bayer.com/stockholders-meeting)**
5. Technical Record Date: April 22, 2022, 12:00 p.m. (CEST)

Pursuant to Section 67, Paragraph 2, Sentence 1 of the AktG, stockholders' rights and obligations in relation to the Company only apply to those entered in the share register. The entry status of the stockholders in the share register on the date of the Annual Stockholders' Meeting therefore determines eligibility to attend and the number of voting rights they are entitled to exercise. For technical processing reasons, no transfer entries will be made in the share register in the period from Saturday, April 23, 2022, up to and including the date of the Annual Stockholders' Meeting and the following transfer-free weekend, i.e. up to and including Sunday, May 1, 2022. Consequently, the entry status of the share register on the date of the Annual Stockholders' Meeting will be the status after the last transfer entry on Friday, April 22, 2022. The technical record date is thus the end (i.e. 12 p.m. CEST) of April 22, 2022.

**(formal specification according to EU-IR: 20220422; 10:00 p.m. UTC)**

6. Website for the Stockholders' Meeting/URL: <https://www.bayer.com/stockholders-meeting>

#### **D. Participation in the Stockholders' Meeting**

1. Method of participation by stockholder

Exercising the right to vote by postal voting

Exercising the right to vote by issuing proxy and voting instructions to the proxy holders designated by the Company

Following of the Annual Stockholders' Meeting via the video and audio broadcast

**(formal specification according to EU-IR: EV, PX)**

2. Issuer deadline for the notification of participation

Registration for Stockholders' Meeting until: April 22, 2022 at 12:00 p.m. (CEST) (time of receipt is decisive)

The exercise of voting rights by postal voting or the exercise of voting rights by issuing proxy and voting instructions to the proxy holders designated by the company require a timely notification. The relevant time limits for the exercise of these rights are set out in D.3.

**(formal specification according to EU-IR: 20220422; 10:00 p.m. UTC)**

3. Issuer deadline for voting

The exercise of voting rights by postal voting or the exercise of voting rights by issuing proxy and voting instructions to the proxy holders designated by the company is possible by letter until April 28, 2022 (the date the post is received) or email until April 28, 2022, 12:00 p.m. (CEST) (admission relevant)

**(formal specification according to EU-IR: 20220428; 10:00 p.m. UTC)**

or electronically via the stockholder portal [www.stockholders-portal.bayer.com](http://www.stockholders-portal.bayer.com) until the time when voting begins in the virtual Annual Stockholders' Meeting on April 29, 2022.

**(formal specification according to EU-IR: 20220429)**

Following the virtual Stockholders' Meeting via the video and audio broadcast will be possible on April 29, 2022 from 10:00 a.m. (CEST) until the end of the Annual Stockholders' Meeting.

**(formal specification according to EU-IR: 20220429)**

## **E. Agenda**

### Agenda - Item 1

1. Unique identifier of the agenda item: 1
2. Title of the agenda item: **Presentation of the confirmed annual financial statements and the approved consolidated financial statements, the combined management report, the report of the Supervisory Board and the proposal by the Board of Management on the use of the distributable profit for the fiscal year 2021, and resolution on the use of the distributable profit**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

### Agenda - Item 2

1. Unique identifier of the agenda item: 2
2. Title of the agenda item: **Ratification of the actions of the members of the Board of Management**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

### Agenda - Item 3

1. Unique identifier of the agenda item: 3
2. Title of the agenda item: **Ratification of the actions of the members of the Supervisory Board**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

### Agenda - Item 4.1

1. Unique identifier of the agenda item: 4.1
2. Title of the agenda item: **Supervisory Board elections: Dr. Paul Achleitner**

3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 4.2

1. Unique identifier of the agenda item: 4.2
2. Title of the agenda item: **Supervisory Board elections: Dr. Norbert W. Bischofberger**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 4.3

1. Unique identifier of the agenda item: 4.3
2. Title of the agenda item: **Supervisory Board elections: Colleen A. Goggins**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 5

1. Unique identifier of the agenda item: 5
2. Title of the agenda item: **Resolution on approval of the Compensation Report**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Advisory vote

**(formal specification according to EU-IR: AV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 6

1. Unique identifier of the agenda item: 6
2. Title of the agenda item: **Approval of the Control and Profit and Loss Transfer Agreement between the Company and Bayer Chemicals GmbH**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 7

1. Unique identifier of the agenda item: 7
2. Title of the agenda item: **Election of the auditor for the annual financial statements and of the auditor for the review of the half-year and interim financial reports, if applicable**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### **F. Specification of the deadlines regarding the exercise of other stockholders rights**

Stockholder Right - Requests for additions to the agenda pursuant to section 122 (2) AktG

1. Object of deadline: Submission of requests for additions to the agenda
2. Applicable issuer deadline: March 29, 2022, 12:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20220329; 10:00 p.m. UTC)**

Stockholder Right - Countermotions in accordance with section 126 (1) AktG, section 1 (2) sentence 3 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (version valid as of September 15, 2021; COVID-19 Act for short)

1. Object of deadline: Submission of countermotions in response to resolutions proposed on the agenda items
2. Applicable issuer deadline: April 14, 2022, 12:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20220414; 10:00 p.m. UTC)**

Stockholder Right - Proposals for election in accordance with section 127 AktG, section 1 (2) sentence 3 COVID-19 Act

1. Object of deadline: Submission of proposals for election in respect of elections of candidates to the Supervisory Board and the appointment of the auditors
2. Applicable issuer deadline: April 14, 2022, 12:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20220414; 10:00 p.m. UTC)**

Option to submit statements for publication before the Annual Stockholders' Meeting

1. Object of deadline: Submission of statements in text form or as video electronically via the Stockholders' Portal
2. Applicable issuer deadline: April 26, 2022, 6:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20220426; 4:00 p.m. UTC)**

Stockholder Right - Submit questions before the Annual Stockholders' Meeting in accordance with section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act

1. Object of deadline: Submission of questions electronically via the Stockholders' Portal
2. Applicable issuer deadline: April 27, 2022, 12:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20220427; 10:00 p.m. UTC)**

Opportunity to submit follow-up questions during the Annual Stockholders' Meeting

1. Object of deadline: Submission of follow-up questions electronically via the Stockholder's Portal

(Stockholders may only ask follow-up questions relating to the questions they themselves submitted electronically via the Stockholders' Portal by Wednesday April 27, 2022, 12:00 p.m. (CEST) and to the answers given by the Board of Management in response.)

2. Applicable issuer deadline: On April 29, 2022, within the time frame set by the chair of the meeting

**(formal specification according to EU-IR: 20220429)**

Stockholder Right - Objections to resolutions of the Annual Stockholders' Meeting in accordance with section 1 (2) sentence 1 no. 4 COVID-19 Act, section 245 no. 1 AktG

1. Object of deadline: Submission of objections to resolutions of the Annual Stockholders' Meeting electronically via the Stockholder's Portal
2. Applicable issuer deadline: On April 29, 2022 from the beginning of the Annual Stockholders' Meeting until the closure of the Annual Stockholders' Meeting by the chair of the meeting

**(formal specification according to EU-IR: 20220429)**

*This translation is provided for convenience only. The German version is the sole legally binding version.*