



Annual Stockholders' Meeting 2024 of Bayer Aktiengesellschaft

Information on Stockholders' Rights

Virtual Annual Stockholders' Meeting without the physical presence of stockholders or their proxy holders

The Annual Stockholders' Meeting will take place as a virtual Annual Stockholders' Meeting on the Company's business premises in 51373 Leverkusen, Germany, Kaiser-Wilhelm-Allee 1b, in the presence of the chair of the Meeting, and of a notary charged with keeping the record of the proceedings. All of the members of the Board of Management intend to be physically present at the venue of the Annual Stockholders' Meeting and all of the members of the Supervisory Board intend to be physically present at the venue of the Annual Stockholders' Meeting or to participate in the entire Annual Stockholders' Meeting by means of video and audio transmission. There will be no physical attendance by stockholders or their proxy holders at the venue of the Meeting (with the exception of the proxy holders designated by the Company). There will be video and audio transmission of the full Annual Stockholders' Meeting on the internet. Stockholders or their proxy holders can exercise voting rights only by means of postal voting or by appointing the proxy holders designated by the Company as (substitute) proxy holders and issuing instructions to them.

1. Addition to the agenda pursuant to Section 122, Paragraph 2 of the German Stock Corporation Act (AktG)

Stockholders whose shares together account for one-twentieth of the capital stock or a proportionate interest of EUR 500,000 (corresponding to 195,313 shares) may require items to be added to the agenda and announced, in accordance with Section 122, Paragraph 2 of the AktG. Pursuant to Section 87, Paragraph 4 of the AktG, such an item may also pertain to the maximum level of compensation having been determined for members of the Board of Management as per Section 87a, Paragraph 1, Sentence 2, No. 1 of the AktG. Each new item must be accompanied by the reasons for it or a proposed resolution. The request must be directed to the Board of Management in writing and may be sent to the following address:

Bayer Aktiengesellschaft
Board of Management
Building W11
Kaiser-Wilhelm-Allee 1
51373 Leverkusen, Germany

Requests for additions to the agenda must be received by the Company at least 30 days before the Meeting, i.e. by 24:00 on Tuesday, March 26, 2024. Applicants must provide evidence that they have been holders of the shares for at least 90 days preceding the date of receipt of the request and that they will hold the shares until a decision on the motion has been made by the Board of Management. Section 70 of the AktG applies to the calculation of the period of stockholding.

Additions to the agenda to be announced will be published in the Bundesanzeiger (Federal Gazette) and communicated to the stockholders without delay, unless already announced with the Notice of the Meeting. They will also be made available online at www.bayer.com/stockholders-meeting without delay.

The relevant provisions of the AktG read as follows:

“Section 122, Paragraphs 1 and 2 of the AktG (Convening of a meeting at the request of a minority)

- (1) The stockholders' meeting shall be convened if stockholders whose shares together account for one-twentieth of the capital stock request such a meeting in writing, stating the purpose and the reasons for such a meeting; the request shall be addressed to the Board of Management. The articles of incorporation may provide that the right to require a stockholders' meeting to be convened shall be dependent upon another form or the holding of a lower proportion of the capital stock. Applicants must provide evidence that they have been holders of the shares for at least 90 days preceding the date of receipt of the request and that they will hold the shares until a decision on the motion has been made by the Board of Management. Section 121, Paragraph 7 shall be applied accordingly.
- (2) In the same manner, stockholders whose shares together account for one-twentieth of the capital stock or represent a proportionate amount of the capital stock corresponding to EUR 500,000 may request that items are added to the agenda and announced. Each new item must be accompanied by the reasons for it or a proposed resolution. The request within the meaning of Sentence 1 shall be submitted to the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

Section 121, Paragraph 7 of the AktG (General)

For deadlines and periods calculated backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or public holiday to a preceding or following business day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied accordingly. In the case of non-listed companies, the articles of incorporation may define a different calculation of the deadline.

Section 70 of the AktG (Calculation of the period of stockholding)

If the exercise of rights arising from a share requires that the stockholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or an enterprise operating under Section 53, Paragraph 1, Sentence 1 or Section 53b, Paragraph 1, Sentence 1 or Section 53b, Paragraph 7 of the German Banking Act (KWG) shall be deemed equivalent to ownership. The period during which the share has been owned by a predecessor shall be attributed to the stockholder if he or she has acquired the share without consideration, from his or her trustee, as full legal successor, in connection with the winding up of a co-ownership or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act (VAG) or Section 14 of the Building Loan Associations Act (BauSparkG).

Section 87, Paragraph 4 of the AktG (Principles applying to the emoluments of the Management Board members)

Subject to a request in accordance with Section 122, Paragraph 2, Sentence 1, the stockholders' meeting shall be able to reduce the maximum level of compensation having been determined as per Section 87a, Paragraph 1, Sentence 2, No.1.

Section 87a, Paragraph 1, Sentence 2, No.1 of the AktG (Compensation system of publicly listed companies)

The Supervisory Board of the publicly listed company shall resolve on a compensation system for the Management Board members that is clear and understandable. To the extent that the compensation components in question are actually envisaged, this compensation system shall comprise at least the following elements:

1. Establishment of a maximum level of compensation for the Management Board members.”

2. Countermotions and proposals for election pursuant to Section 118a, Paragraph 1, Sentence 2, No. 3, Section 126, Section 127 and Section 130a, Paragraph 5, Sentence 3 of the AktG

Stockholders may submit countermotions and proposals for election relating to items of the agenda before the Annual Stockholders' Meeting. The Company will make available any countermotions within the meaning of Section 126 of the AktG and proposals for election within the meaning of Section 127 of the AktG including the name of the stockholder, and any statement by the management, and, in the case of proposals for the election of Supervisory Board members, the statements and information from the Board of Management regarding the composition of the Supervisory Board in accordance with Section 127, Sentence 4 of the AktG in conjunction with Section 96, Paragraph 2 of the AktG at www.bayer.com/stockholders-

meeting, provided the stockholder has sent the information to the Company at least 14 days before the Meeting, i.e. by 24:00 on Thursday, April 11, 2024, to the following address

Bayer Aktiengesellschaft
Building Q 26 (Legal Department)
Kaiser-Wilhelm-Allee 20
51373 Leverkusen, Germany
Email: hv.gegenantraege@bayer.com

and the other requirements under Sections 126 and 127 of the AktG have been met.

Under Section 126, Paragraph 4 of the AktG, motions within the meaning of Section 126 of the AktG and proposals for election within the meaning of Section 127 of the AktG to be made available are deemed to be submitted at the point in time when they are made available. Voting rights on such motions and proposals for election may be exercised via the “Stockholders’ Portal” at www.stockholders-portal.bayer.com, as soon as stockholders can demonstrate that they fulfill the prerequisites under law or under the Articles of Incorporation for the exercise of voting rights, i.e. following correct registration by 24:00 on Friday, April 19, 2024 (see “Prerequisites for participation in the virtual Annual Stockholders’ Meeting and exercise of voting rights” in the Notice convening the Annual Stockholders’ Meeting). If the stockholder putting the motion or submitting the proposal for election has not duly proven his or her identity and registered for the Annual Stockholders’ Meeting, the motion does not need to be deliberated on at the Meeting.

Stockholders that have joined the Meeting electronically may, pursuant to Section 118a, Paragraph 1, Sentence 2, No. 3 of the AktG in conjunction with Section 130a, Paragraph 5, Sentence 3 of the AktG, also submit motions and proposals for election at the Annual Stockholders’ Meeting under their right to speak by means of video communication via the “Stockholders’ Portal” at www.stockholders-portal.bayer.com.

The relevant provisions of the AktG, which also determine the conditions under which the Company may refrain from making available countermotions and proposals for election, read as follows:

“Section 118a, Paragraph 1, Sentence 2, No. 3 (Virtual annual stockholders’ meeting)

(1) [...] If a virtual annual stockholders’ meeting is held, the following conditions shall be adhered to:

[...]

3. the right shall be granted to stockholders that have joined the meeting electronically to submit motions and proposals for election to the meeting by means of video communication,

[...].

Section 126 (Motions by stockholders)

(1) Motions by stockholders, together with the stockholder's name, the reasons, and any statement by management, shall be communicated to the persons entitled pursuant to Section 125, Paragraphs 1 to 3 under the conditions stated therein, if the stockholder has sent a countermotion to a proposal of the Board of Management and Supervisory Board regarding a specific item on the agenda, with reasons, to the address indicated in the notice convening the meeting at least 14 days before the company's stockholders' meeting. The date of receipt shall not be taken into account. In the case of listed companies, availability shall be ensured via the company's website. Section 125, Paragraph 3 applies accordingly.

(2) A countermotion and the reasons for this need not be communicated

1. if the Board of Management would by reason of such communication become criminally liable,
2. if the countermotion would result in a resolution of the stockholders' meeting that would be illegal or would violate the articles of incorporation,
3. if the reasons contain statements that are clearly incorrect or misleading in material respects or contain content that is insulting,
4. if a countermotion by such stockholder based on the same facts has already been communicated to a stockholders' meeting of the company pursuant to Section 125,
5. if the same countermotion of such stockholder on essentially identical grounds has already been communicated pursuant to Section 125 to at least two stockholders' meetings of the company within the past five years, and at such stockholders' meetings less than one-twentieth of the capital stock represented voted in favor of such countermotion,
6. if the stockholder indicates that he or she will neither attend nor be represented at the stockholders' meeting, or
7. if, within the past two years, the stockholder has at two stockholders' meetings failed to make or cause to be made on his or her behalf a countermotion communicated to him or her.

The statement of reasons need not be made available if it totals more than 5,000 characters.

(3) If several stockholders make countermotions for resolution in respect of the same subject matter, the Board of Management may combine such countermotions and the respective reasons.

- (4) In the case of a virtual annual stockholders' meeting, motions communicated in accordance with Paragraphs 1 to 3 shall be deemed to be submitted at the point in time when they are communicated. The company shall enable voting rights to be exercised on these motions as soon as stockholders can demonstrate that they meet the conditions under law and under the articles of incorporation for exercising the voting rights. If the stockholder that has submitted the motion has not duly proven his or her identity and, if registration is required, has not duly registered for the stockholders' meeting, then there is no requirement to deliberate on the motion at the meeting.

Section 127 (Proposals for election by stockholders)

Section 126 shall apply, with the necessary modifications, to proposals by stockholders for election of Supervisory Board members or the auditors of the financial statements. No reasons must be given for proposals for election. The Board of Management is not required to communicate the proposal for election if it fails to contain the information stipulated in Section 124, Paragraph 3, Sentence 4 and Section 125, Paragraph 1, Sentence 5. The Board of Management shall supplement the proposal by a stockholder for election of Supervisory Board members of listed companies which are subject to the German Codetermination Act (MitbestG), the German Act on Codetermination in the Coal, Iron and Steel Industry (MontanMitbestG) or the German Supplementary Codetermination Act (MontanMitbestGErgG) with the following information:

1. reference to the requirements of Section 96, Paragraph 2,
2. statement whether there has been an objection to overall fulfillment pursuant to Section 96, Paragraph 2, Sentence 3, and
3. statement of minimum number of seats on the Supervisory Board to be occupied by women and men, respectively, to comply with the minimum quota pursuant to Section 96, Paragraph 2, Sentence 1.

Section 124, Paragraph 3, Sentence 4 (Proposals for resolutions)

The proposal for the election of members of the Supervisory Board or auditors shall state their names, actual profession and place of residence.

Section 125 (Communications to stockholders and Supervisory Board members)

- (1) The Board of Management of a company that has not exclusively issued registered shares must give notice convening its stockholders' meeting to the following at least 21 days prior to said meeting:
1. intermediaries that hold shares of the company,

2. stockholders and intermediaries that have requested such communication, and
3. stockholder associations that have requested such communication or that exercised voting rights on behalf of stockholders at the preceding stockholders' meeting.

The day of the communication shall not be included in the calculation. If the agenda has to be amended in accordance with Section 122, Paragraph 2, such amended agenda shall be communicated in the case of listed companies. The communication shall indicate the possibilities of exercising voting rights by a proxy, including by a stockholders' association. In the case of listed companies, any proposal for the election of Supervisory Board members must be accompanied by details on the membership in other Supervisory Boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

- (2) The Board of Management of a company that has exclusively issued registered shares shall provide the same communication to stockholders who are registered in the company's share register at the beginning of the 21st day before the meeting, stockholders or intermediaries that have requested such communication, and stockholder associations that have requested such communication or that exercised voting rights at the preceding Annual Stockholders' Meeting.
- (3) Every member of the Supervisory Board may request that the Board of Management send the same communication to him or her.
- (4) Upon request, every member of the Supervisory Board and every stockholder shall be sent the resolutions adopted at the stockholders' meeting.
- (5) The minimum requirements regarding the types and format of information required in the notice in line with Paragraph 1, Sentence 1 and Paragraph 2 are set out in the Commission Implementing Regulation (EU) 2018/1212. Section 67a, Paragraph 2, Sentence 1 applies accordingly to Paragraphs 1 and 2. In the case of listed companies, intermediaries that hold shares in a company are obligated – pursuant to Sections 67a and 67b – to forward or transmit information as stipulated in Paragraphs 1 and 2, unless the intermediary is aware that the stockholder will receive this information from elsewhere. The same applies to non-listed companies, provided that the provisions stipulated in the Commission Implementing Regulation (EU) 2018/1212 are not to be applied.

Section 130a, Paragraph 5, Sentence 3 (Right to speak at virtual annual stockholders' meetings)

(5) [...] motions and proposals for election pursuant to Section 118a, Paragraph 1, Sentence 2, No. 3, requests for information pursuant to Section 131, Paragraph 1, follow-up questions pursuant to Section 131, Paragraph 1d and other questions pursuant to Section 131, Paragraph 1e may form part of the speech. [...]"

3. Right to submit statements pursuant to Section 118a, Paragraph 1, Sentence 2, No. 6 and Section 130a, Paragraphs 1 to 4 of the AktG

Stockholders may submit statements on matters on the agenda before the Annual Stockholders' Meeting pursuant to Section 130a, Paragraphs 1, 2 and 4 of the AktG. Statements from stockholders will be published only if the latter have duly registered by 24:00 on Friday, April 19, 2024 (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights" in the Notice convening the Annual Stockholders' Meeting).

Statements are to be submitted to the Company in text form by 24:00 on Saturday, April 20, 2024 by means of electronic communication via the "Stockholders' Portal" at www.stockholders-portal.bayer.com (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights" in the Notice convening the Annual Stockholders' Meeting). A statement must not exceed 10,000 characters (including spaces) in length. Motions, proposals for election, requests for information and objections to the resolutions of the Annual Stockholders' Meeting set out in the statements submitted will not be taken into account. These can be submitted only in the ways separately described in this Information on Stockholders' Rights.

Statements to be made available will be published pursuant to Section 130a, Paragraphs 3 and 4 of the AktG by 24:00 on Sunday, April 21, 2024 at the latest on the internet website www.bayer.com/stockholders-meeting along with disclosure of the name of the stockholder submitting the statement.

The relevant provisions of the AktG read as follows:

"Section 118a, Paragraph 1, Sentence 2, No. 6 (Virtual annual stockholders' meeting)

(1) [...] If a virtual annual stockholders' meeting is held, the following conditions shall be adhered to:

[...]

6. the right shall be granted to stockholders to submit statements in accordance with Section 130a, Paragraphs 1 to 4 by means of electronic communication,

[...].

Section 130a, Paragraphs 1 to 4 (Right to submit statements at virtual annual stockholders' meetings)

- (1) In the case of a virtual annual stockholders' meeting, the stockholders have the right to submit statements before the meeting on matters on the agenda by means of electronic communication using the address communicated for this purpose in the notice. The right can be restricted to stockholders that have duly registered for the meeting. The length of the statements can be appropriately limited in the notice.
- (2) Statements are to be submitted at the latest five days before the meeting.
- (3) The statements submitted are to be communicated to all stockholders by four days before the meeting at the latest. The communication of statements can be restricted to stockholders that have duly registered for the meeting. In the case of listed companies, communication shall be ensured via the company's website; in the case of Sentence 2, communication can also be ensured via a third party's website. Section 126, Paragraph 2, Sentence 1, Nos. 1, 3 and 6 applies accordingly.
- (4) Section 121, Paragraph 7 applies to the calculation of the time limits referred to in Paragraph 2 and Paragraph 3, Sentence 1."

4. Right to speak pursuant to Section 118a, Paragraph 1, Sentence 2, No. 7 and Section 130a, Paragraphs 5 and 6 of the AktG

Stockholders that have joined the Meeting electronically have the right to speak at the virtual Annual Stockholders' Meeting by means of video communication pursuant to Section 130a, Paragraphs 5 and 6 of the AktG. Motions and proposals for election pursuant to Section 118a, Paragraph 1, Sentence 2, No. 3 of the AktG and all requests for information pursuant to Section 131 of the AktG may be included in the speech. Minimum technical requirements for live video transmission are an internet-enabled device with camera and microphone which can be accessed from the browser, as well as a stable internet connection. Recommendations for ensuring optimal functioning of video communication can be found at www.bayer.com/stockholders-meeting. The Company reserves the right to check the proper functioning of video communication between the stockholder and the Company at the Meeting and before the speech and to reject the speech if proper functioning is not ensured.

Speeches can be registered on the day of the Annual Stockholders' Meeting from 9:00 via the "Stockholders' Portal" at www.stockholders-portal.bayer.com (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights" in the Notice convening the Annual Stockholders' Meeting). It is also possible to check the proper functioning of video communication from this point in time. Only a limited number of places can be made available for parallel checking of proper functioning. If the capacity limit is reached, stockholders will be sequentially permitted into the virtual waiting room to check the proper functioning of video communication after the Meeting has started.

The relevant provisions of the AktG read as follows:

“Section 118a, Paragraph 1, Sentence 2, No. 7 (Virtual annual stockholders’ meeting)

(1) [...] If a virtual annual stockholders’ meeting is held, the following conditions shall be adhered to:

[...]

7. stockholders that have joined the meeting electronically shall be granted a right to speak at the meeting by means of video communication pursuant to Section 130a, Paragraphs 5 and 6,

[...].

Section 130a, Paragraphs 5 and 6 (Right to speak at virtual annual stockholders’ meetings)

(5) Stockholders that have joined the meeting electronically shall be granted a right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for speeches. Motions and proposals for election pursuant to Section 118a, Paragraph 1, Sentence 2, No. 3, requests for information pursuant to Section 131, Paragraph 1, follow-up questions pursuant to Section 131, Paragraph 1d and other questions pursuant to Section 131, Paragraph 1e may form part of the speech. Section 131, Paragraph 2, Sentence 2 applies accordingly.

(6) The company may reserve the right in the notice to check the proper functioning of video communication between the stockholder and the company at the meeting and before the speech and to reject the speech if proper functioning is not ensured.”

5. Right to information pursuant to Section 118a, Paragraph 1, Sentence 2, No. 4, Section 131, Section 130a, Paragraph 5, Sentence 3, Section 293g, Paragraph 3 of the AktG

In accordance with Section 131, Paragraph 1 of the AktG, each stockholder is entitled to request and receive information from the Board of Management during the Annual Stockholders’ Meeting on issues relating to the Company, provided that the information is required for the due and proper assessment of an item on the agenda, and there is no right to refuse disclosure. The duty of disclosure also extends to the legal and business relationships of the Company with an affiliated company and the position of the Group and the companies included in the consolidated financial statements. Upon request, each stakeholder must also be provided with information at the Annual Stockholders’ Meeting pursuant to Section 293g, Paragraph 3 of the AktG about any and all matters of Bayer CropScience Aktiengesellschaft that are material to the conclusion of the control and profit and loss transfer agreement.

The chair of the Meeting plans to establish pursuant to Section 131, Paragraph 1f of the AktG that the right to information and to ask follow-up questions at the Meeting may be exercised solely by means of video communication via the “Stockholders’

Portal” at www.stockholders-portal.bayer.com (see “Prerequisites for participation in the virtual Annual Stockholders’ Meeting and exercise of voting rights” in the Notice convening the Annual Stockholders’ Meeting).

Stockholders that have joined the Meeting may submit requests pursuant to Section 131, Paragraphs 4 and 5 of the AktG by means of electronic communication, likewise via the “Stockholders’ Portal at www.stockholders-portal.bayer.com.

The relevant provisions of the AktG read as follows:

“Section 118a, Paragraph 1, Sentence 2, No. 4 (Virtual annual stockholders’ meeting)

(1) [...] If a virtual annual stockholders’ meeting is held, the following conditions shall be adhered to:

[...]

4. stockholders shall be granted a right to information pursuant to Section 131 by means of electronic communication,

[...].

Section 131 (Right of stockholders to information)

(1) Each stockholder is entitled to request and receive information from the Board of Management during the annual stockholders’ meeting on issues relating to the company, provided that the information is required for the proper assessment of an item on the agenda. The right to information also extends to the company’s legal and business relationships with an affiliated company. If the company makes use of the exemptions pursuant to Section 266, Paragraph 1, Sentence 3, Section 276 or Section 288 of German Commercial Code (HGB), then in the annual stockholders’ meeting regarding the annual financial statements any stockholder may request that the annual financial statements be submitted to him or her in the form that they would have without these exemptions. The duty to provide information on the part of the Board of Management of a parent company (Section 290, Paragraphs 1 and 2 of the HGB) in the stockholders’ meeting at which the consolidated financial statements and the consolidated management report are presented also extends to the position of the Group and of the companies covered by the consolidated financial statements.

(1a) In the case of a virtual annual stockholders’ meeting, Paragraph 1, Sentence 1 is to be applied with the proviso that the Board of Management may stipulate that questions from stockholders be submitted by three days before the meeting at the latest by means of electronic communication. Section 121, Paragraph 7 applies to calculation of the time limit. Questions not submitted on time are not required to be considered.

(1b) The length of the questions submitted can be appropriately limited in the notice. The right to submit questions can be restricted to stockholders that have duly registered for the meeting.

- (1c) The company shall communicate to all stockholders questions duly submitted before the meeting and shall answer them by at the latest one day before the meeting; Section 121, Paragraph 7 applies to calculation of the time limit. In the case of listed companies, communication of the questions and of the answers thereto shall be ensured via the company's website. Section 126, Paragraph 2, Sentence 1, Nos. 1, 3 and 6 applies to communication of questions. If the answers are continuously available one day before the beginning of the meeting and in the meeting, the Board of Management may refuse to provide information on these questions in the meeting.
- (1d) Any stockholder that has joined the meeting electronically shall be granted the right to ask follow-up questions in the meeting by means of electronic communication with regard to all answers of the Board of Management given before and in the meeting. Paragraph 2, Sentence 2 also applies to the right to ask follow-up questions.
- (1e) In addition, any stockholder that has joined the meeting electronically shall be granted the right to ask questions in the meeting by means of electronic communication with regard to matters that did not arise until after expiry of the time limit pursuant to Paragraph 1a, Sentence 1. Paragraph 2, Sentence 2 also applies to this right to ask questions.
- (1f) The chair of the meeting may establish that the right to information under Paragraph 1, the right to ask follow-up questions under Paragraph 1d and the right to ask questions under Paragraph 1e in the stockholders' meeting may be exercised only by means of electronic communication.
- (2) The information provided must conform to the principles of thorough and accurate reporting. The articles of incorporation or the rules of procedure pursuant to Section 129 may empower the chair of the meeting to apply appropriate time limits to the stockholders' right to ask questions and right to speak, and to lay down more detailed provisions in this regard.
- (3) The Board of Management may refuse to provide information
1. if, according to prudent business judgment, providing the information is likely to bring not immaterial disadvantage to the company or to an affiliated company;
 2. if it relates to amounts recognized for tax purposes or the amount of individual taxes;
 3. about the difference between the value at which items are recognized in the annual financial statements and a higher value for these items, unless the annual financial statements are being approved at the annual stockholders' meeting;
 4. about accounting and valuation methods if the information given in the

notes to the financial statements about these methods is sufficient to provide a true and fair picture of the company's assets, financial position and financial performance within the meaning of Section 264, Paragraph 2 of the HGB; this does not apply if the annual financial statements are being approved at the annual stockholders' meeting;

5. if the Board of Management would by providing such information become criminally liable;
6. if, in the case of a credit institution, a financial services institution or a securities institution, information about the applied accounting and valuation methods and about calculations made in the annual financial statements, management report, consolidated financial statements or consolidated management report does not need to be provided;
7. if the information is continuously available on the company's website over a period of at least seven days before the beginning of the stockholders' meeting and in the meeting.

Provision of information must not be refused for other reasons.

- (4) If information has been provided to a stockholder because of his or her capacity as a stockholder outside the Annual Stockholders' Meeting, then it is to be provided to any other stockholder at the latter's request in the meeting, even if it is not required for a proper assessment of the item on the agenda. In the case of a virtual annual stockholders' meeting, it shall be ensured that any stockholder that has joined the meeting electronically can transmit his or her request under Sentence 1 by means of electronic communication. The Board of Management must not refuse to provide the information pursuant to Paragraph 3, Sentence 1, Nos. 1 to 4. Sentences 1 to 3 do not apply if a subsidiary (Section 290, Paragraphs 1 and 2 of the HGB), a joint venture (Section 310, Paragraph 1 of the HGB) or an associated company (Section 311, Paragraph 1 of the HGB) provides the information to a parent company (Section 290, Paragraphs 1 and 2 of the HGB) for the purpose of inclusion of the subsidiary, joint venture or associated company in the parent company's consolidated financial statements and the information is needed for this purpose.
- (5) If a stockholder is refused information, then he or she can request that his or her question and the reason for the refusal to provide information be included in the record of the deliberations. In the case of a virtual annual stockholders' meeting, it shall be ensured that any stockholder that has joined the meeting electronically can transmit his or her request under Sentence 1 by means of electronic communication.

Section 130a, Paragraph 5, Sentence 3 (Right to speak at virtual annual stockholders' meetings)

- (5) [...] Motions and proposals for election pursuant to Section 118a, Paragraph 1, Sentence 2, No. 3, requests for information pursuant to Section 131, Paragraph 1, follow-up questions pursuant to Section 131, Paragraph 1d and other questions pursuant to Section 131, Paragraph 1e may form part of the speech. [...]

Section 293g, Paragraph 3 (Conduct of the Annual Stockholders' Meeting)

- (3) Upon request, each stakeholder must also be provided with information at the Annual Stockholders' Meeting about any and all matters of the other contracting party that are material to the conclusion of the agreement."

Furthermore, the chair of the Annual Stockholders' Meeting is empowered to take various measures in chairing and managing the Meeting. These include restricting stockholders' right to speak and to ask questions. The relevant provisions in the Articles of Incorporation of Bayer Aktiengesellschaft read as follows:

"Article 16, Paragraph 3 (Conduct of the Annual Stockholders' Meeting)

- (3) The chairman is entitled to set reasonable time limits on the right of the stockholders to speak and pose questions. In particular, he may at the beginning or during the Annual Stockholders' Meeting set reasonable time frames for the course of the Annual Stockholders' Meeting, for the comments on the specific agenda items, or for the specific questions and speeches."

6. Objection to resolutions of the Annual Stockholders' Meeting pursuant to Section 118a, Paragraph 1, Sentence 2, No. 8 and Section 245 of the AktG

Stockholders that have joined the Meeting electronically have the right to declare an objection for entry on the record against the resolutions of the Annual Stockholders' Meeting by means of electronic communication pursuant to Section 118a, Paragraph 1, Sentence 2, No. 8 of the AktG in conjunction with Section 245 of the AktG. Such objections are to be submitted electronically via the "Stockholders' Portal" at www.stockholders-portal.bayer.com (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights" in the Notice convening the Annual Stockholders' Meeting) and are possible from the beginning of the Meeting until it is closed by the chair.

The relevant provisions of the AktG read as follows:

"Section 118a, Paragraph 1, Sentence 2, No. 8 (Virtual annual stockholders' meeting)

- (4) [...] If a virtual annual stockholders' meeting is held, the following conditions shall be adhered to:

[...]

8. stockholders that have joined the meeting electronically shall be granted a right to object to a resolution of the stockholders' meeting by means of electronic communication,

[...].

Section 245 (Authority to bring an action for avoidance)

The following shall have authority to bring an action for avoidance

1. any stockholder attending the annual stockholders' meeting, provided he or she had acquired the shares already prior to the announcement of the agenda and provided he or she had already filed an objection to the resolution and had it recorded in the minutes;

[...].

In the case of a virtual annual stockholders' meeting all stockholders that have joined the meeting electronically shall be deemed to be attending within the meaning of Sentence 1, No. 1."

7. Other information

The Notice convening the 2024 Annual Stockholders' Meeting is available on the Company's website at www.bayer.com/stockholders-meeting.

All times indicated in this Information on Stockholders' Rights are in Central European Time (CET) up to and including March 30, 2024, and in Central European Summer Time (CEST) as of March 31, 2024.

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