



Organizational Information on the Annual Stockholders' Meeting 2021 of Bayer AG

1. Notice and Agenda

2. Options for Exercising Voting Rights

3. Registering to Participate in the Annual Stockholders' Meeting

4. Issuance of Proxies and Voting Instructions Before the Annual Stockholders' Meeting

5. Postal Voting

6. Internet Services

7. Counter motions and Election Proposals

8. Procedure During the Annual Stockholders' Meeting

9. Dates and Deadlines

10. Contact

1. Notice and Agenda

In view of the continuing spread of the coronavirus SARS-CoV-2 and the associated disease, COVID-19, we will convene our Annual Stockholders' Meeting as a virtual stockholders' meeting without the physical presence of stockholders or their proxy holders on Tuesday, April 27, 2021, at 10:00 a.m. CEST.

The Notice convening the 2021 virtual Annual Stockholders' Meeting of Bayer AG was published in the Federal Gazette on March 12, 2021. This year's agenda comprises the following items:

1. 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 for the use of the distributable profit for the fiscal year 2020, and resolution on the use of the distributable profit
2. Ratification of the actions of the members of the Board of Management
3. Ratification of the actions of the members of the Supervisory Board
4. Supervisory Board elections
5. Resolution on the compensation of the members of the Supervisory Board and amendment to Article 12 of the Articles of Incorporation regarding the compensation of the Supervisory Board
6. 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

The complete agenda is available on the internet at www.bayer.com/stockholders-meeting.

Documents for registering to participate, ordering proxy cards, postal voting and issuing proxies and voting instructions for the Annual Stockholders' Meeting will be sent via post starting March 31, 2021, to stockholders registered in the share register.

Stockholders who have already agreed to the transmission of the Annual Stockholders' Meeting documents by email will receive an email containing the internet link to the Notice of the Meeting at the email address they have specified.

2. Options for Exercising Voting Rights

We once again want to make it as easy as possible for you to exercise your voting rights for this year's Annual Stockholders' Meeting, and as usual are offering you various ways of doing so:

- by postal voting,
- by issuing proxies and voting instructions to proxy holders designated by the Company,
- by issuing proxies and voting instructions to a bank, a stockholders' association, another intermediary or a voting rights consultant,

- by registering to exercise your voting rights yourself at a later date or
- by authorizing a third party to represent your stockholder rights.

Only those stockholders who are entered in the share register on the day of the Annual Stockholders' Meeting and have registered to participate by the deadline are entitled to participate in the Stockholders' Meeting and exercise their voting rights. The number of shares listed in the share register on the day of the Annual Stockholders' Meeting is determinative for the exercising of voting rights. For technical reasons, however, no changes will be made in the share register between April 21, 2021, and April 27, 2021, inclusive. Therefore, the entry status in the share register on the day of the Annual Stockholders' Meeting is the status after the last change on April 20, 2021, 24:00 hours CEST.

3. Registering to Participate in the Annual Stockholders' Meeting

In order to participate in the Annual Stockholders' Meeting and exercise voting rights, stockholders must not only be entered in the share register but must also have registered to participate by the deadline. The completed registration form for this year's Annual Stockholders' Meeting of Bayer AG must be received by the Company by no later than 24:00 hours CEST on April 20, 2021.

The registration form should be sent to the following address:

Bayer Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich,
Germany

Fax: +49 (0) 89 / 30903-74675

Email: anmeldestelle@computershare.de

Please make allowance for postal delivery times and send your notice early. You can register to participate in the Annual Stockholders' Meeting using the registration form sent to stockholders entered in the share register. A sample registration form can be viewed at www.bayer.com/stockholders-meeting

You can also register to participate in the Meeting by using the password-protected internet service for the Annual Stockholders' Meeting (hereinafter referred to as the "Stockholders Portal") at www.stockholders-portal.bayer.com. The functions related to the Annual Stockholders' Meeting are expected to be available at the Stockholders Portal from March 31, 2021. Further details can be found in Section 6, "Internet Services."

4. Issuance of Proxies and Voting Instructions Before the Annual Stockholders' Meeting

Stockholders may designate a proxy holder, a stockholders' association, a bank, another intermediary or a voting rights consultant to exercise their voting rights. Timely registration to participate in the Meeting is also required in such cases (see Section 3 "Registering to Participate in the Annual Stockholders' Meeting").

The options for issuing proxies and voting instructions include the following:

a) Requesting a proxy card for a proxy holder

Notwithstanding the requirement to register to participate in the Meeting by April 20, 2021, 24:00 hours CEST (see Section 3 “Registering to Participate in the Annual Stockholders’ Meeting”), a proxy card can be requested via the registration form or at www.stockholders-portal.bayer.com. The request must be received at the latest by April 20, 2021, 24:00 hours CEST. The proxy card will then be sent directly to the proxy holder.

Provided the stockholder is registered to attend the Meeting, proxies and voting instructions can also be issued in text form (Section 126b of the German Civil Code) by way of a letter to the aforementioned address by Monday, April 26, 2021 (date post is received), by fax to the aforementioned fax number or by email to the aforementioned email address, in each case by Monday, April 26, 2021, 24:00 hours CEST, or by using the Stockholders Portal (see Section 6, “Internet Services”) until the beginning of voting on the day of the Annual Stockholders’ Meeting.

Proxy holders can also exercise voting rights exclusively by postal vote or by issuing (substitute) proxies and voting instructions to the proxy holders designated by the Company.

b) Issuing a proxy to a stockholders’ association, a bank, another intermediary or a voting rights consultant

Stockholders can also issue a proxy to a stockholders’ association, a bank, another intermediary or a voting rights consultant to participate in the Annual Stockholders’ Meeting and exercise voting rights. Please issue the proxy either to the bank, stockholders’ association, other intermediary or voting rights consultant of your choice in time to enable them to register to participate in the Annual Stockholders’ Meeting by the April 20, 2021, deadline. You can also send the completed form to the address given in Section 3; should the person selected by you not be prepared to act as a proxy holder, the proxy holders designated by the Company will be pleased to exercise your voting right for you.

To issue voting instructions to the bank, stockholders’ association, other intermediary or voting rights consultant you have designated, please use the registration form. Mark the ‘Yes’ field to indicate approval of the individual agenda items, mark the ‘Abstain’ field to abstain or the ‘No’ field to indicate rejection. If you do not mark a field, your instruction shall be deemed as an abstention. If you mark more than one field, your selection will be deemed invalid.

Provided the stockholder is registered to attend the Meeting, proxies and voting instructions can be issued in text form (Section 126b of the German Civil Code) by way of a letter to the aforementioned address by Monday, April 26, 2021 (date post is received), by fax to the aforementioned fax number or by email to the aforementioned email address, in each case by Monday, April 26, 2021, 24:00 hours CEST, or via the Stockholders Portal (see Section 6, “Internet Services”) until the beginning of voting on the day of the Annual Stockholders’ Meeting.

Proxy holders can also exercise voting rights exclusively by postal vote or by issuing (substitute) proxies and voting instructions to the proxy holders designated by the Company.

c) Appointing the proxy holder designated by the Company and issuing instructions

You may also appoint and instruct one of the proxy holders designated by the Company. These are Ms. Claudia Linder, Leverkusen, and Dr. Stephan Semrau, Leverkusen. Proxy holders designated by the Company are required to vote at the Annual Stockholders' Meeting solely according to the instructions of the stockholders.

You can issue a proxy and voting instructions to the proxy holders designated by the Company by returning the registration form. Proxies and voting instructions must be issued in text form (Section 126b of the German Civil Code) by way of a letter to the aforementioned address by Monday, April 26, 2021 (date post is received), by fax to the aforementioned fax number or by email to the aforementioned email address, in each case by Monday, April 26, 2021, 24:00 hours CEST, or via the Stockholders Portal (see Section 6, "Internet Services") before the beginning of voting on the day of the Annual Stockholders' Meeting.

The above information on transmission options and deadlines applies accordingly to cancellation of a proxy and voting instructions issued to a proxy holder designated by the Company. Please note that proxies and voting instructions issued to proxy holders designated by the Company relate exclusively to the exercise of voting rights.

d) Provision of evidence

If the proxy is issued by means of a declaration to the Company or to a proxy holder designated by the Company, further evidence of the issuance of the proxy shall not be required. However, if the proxy is issued by means of a declaration to the chosen proxy holder, the Company may require evidence of the proxy unless otherwise specified under Section 135 of the German Stock Corporation Act (AktG). Evidence of the proxy may be provided to the Company before the Annual Stockholders' Meeting.

Evidence of the issuance of a proxy may be provided via email to the email address anmeldestelle@computershare.de. Such evidence must include either the name, date of birth, and address of the stockholder, or the stockholder number, so that it can be correctly allocated. The name and postal address of the designated proxy holder should also be provided so that the necessary proxy card can be sent to the proxy holder.

Please inform your proxy holder about the data protection information at www.bayer.com/stockholders-meeting.

5. Postal Voting

You can also submit your votes in writing or electronically without participating in the Annual Stockholders' Meeting ("postal voting"). Here as well, registration must be completed in time (see Section 3, "Registering to Participate in the Annual Stockholders' Meeting").

Notwithstanding the requirement to register to participate in the Meeting, postal voting must take place in text form (Section 126b of the German Civil Code) by way of a letter to the aforementioned address by Monday, April 26, 2021 (date post is received), by fax to the aforementioned fax number or by email to the aforementioned email address, in each case by Monday, April 26, 2021, 24:00 hours CEST, or via the Stockholders Portal (see Section 6, "Internet Services") before the beginning of voting on the day of the Annual Stockholders' Meeting.

The aforementioned submission options and deadlines also apply in the event that a stockholder would like to rescind a postal vote.

6. Internet Services

All information related to the 2021 Annual Stockholders' Meeting is available on the internet at the address www.bayer.com/stockholders-meeting. There you will find the Notice with the complete agenda, all documents to be made available in connection with the Annual Stockholders' Meeting including, for example, the Annual Report 2020, the annual financial statements 2020 of Bayer AG as well as any counter motions and proposals for election subject to disclosure requirements.

The Annual Stockholders' Meeting will be broadcast in its entirety in audio and video via the internet. The voting results will be available on the internet after the Meeting has ended.

You can register to participate in the Annual Stockholders' Meeting, order proxy cards for a proxy, issue proxies and voting instructions to a bank, a stockholders' association, another intermediary, a voting rights consultant or a proxy holder designated by the Company, or exercise your voting rights by postal voting via our Stockholders Portal at www.stockholders-portal.bayer.com.

Provided you have registered to participate in the Annual Stockholders' Meeting within the deadline, you can amend or rescind proxies and voting instructions issued to banks, stockholders' associations, other intermediaries, voting rights consultants or proxies holders designated by the Company, as well as postal votes via the Stockholders' Portal until the start of voting on April 27, 2021. This Annual Stockholders' Meeting service is expected to be available from March 31, 2021, until the start of voting on April 27, 2021.

Your personal access information (stockholder/access card number and password/access code) is required for the use of the password-protected internet service and will be sent to stockholders entered in the share register together with the documents for the Annual Stockholders' Meeting. Stockholders who have already registered for the internet service can use their previously selected user ID and password.

In accordance with the COVID-19 Act, stockholders do not have the opportunity to make verbal statements at the Annual Stockholders' Meeting pertaining to the agenda. However, going beyond the requirements of Section 1, Paragraph 2 of the COVID-19 Act, stockholders are granted the opportunity to submit statements relating to the agenda that correspond to a verbal statement at the Annual Stockholders' Meeting for publication on the Company's website at <http://www.bayer.com/stockholders-meeting>.

Stockholders can electronically transmit their statements to the Company in text form or as a video by Saturday, April 24, 2021, 6:00 p.m. CEST, in German via the Stockholders Portal. The statement should not exceed 10,000 characters, and in the case of a video statement, should not exceed two minutes in length. Video statements are only permitted if the stockholder him- or herself appears and talks in the video. Further information on submitting statements are available on the Stockholders Portal. Motions, proposals for election, questions and objections to the resolutions of the Annual Stockholders' Meeting set out in the statements submitted will not be taken into account. These are to be submitted only in the way separately described in the Notice.

There is no legal entitlement to have a statement published. In particular, the Company reserves the right not to publish statements that have no relevance to the agenda of the Annual Stockholders' Meeting, or statements, which in their content or presentation, do not correspond to a permissible verbal statement during the Annual Stockholders' Meeting.

The same applies to statements that exceed 10,000 characters or, in the case of a video statement, two minutes in length or that are not submitted by the point in time indicated above as described above, as well as statements that contain content that is insulting, has implications under criminal law, or is clearly incorrect or misleading. Equally, the Company reserves the right not to publish more than one statement per stockholder.

Statements submitted in accordance with the above provisions prior to the Annual Stockholders' Meeting will be published together with the name of the stockholder who submitted the statement on the website www.bayer.com/stockholders-meeting as of Tuesday, April 13, 2021.

7. Countermotions and Election Proposals

Stockholders may submit countermotions and proposals for election relating to items on the agenda to the Company 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, the reasons (although this is not required for proposals for election), 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 Monday, April 12, 2021, to the following address

Bayer Aktiengesellschaft
Building Q26 (Legal Department)
Kaiser-Wilhelm-Allee 20
51373 Leverkusen, Germany
Fax: + 49 214 30-26786
Email: hv.gegenantraege@bayer.com

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

In accordance with Section 1, Paragraph 2, Sentence 3 of the COVID-19 Act, countermotions within the meaning of Section 126 of the AktG and proposals for election within the meaning of Section 127 of the AktG shall be deemed to be submitted to the Annual Stockholders' Meeting if the stockholder submitting the motion or proposal for election has duly proven their identity and registered for the Annual Stockholders' Meeting.

8. Procedure During the Annual Stockholders' Meeting

a) Right to submit questions

Stockholders who have registered by the deadline to participate in the virtual Annual Stockholders' Meeting can exercise their right to ask questions by submitting these in

German through the “Stockholders Portal” by 24:00 hours CEST on Sunday, April 25, 2021.

b) Follow-up questions

Beyond the right to ask questions pursuant to Section 1, Paragraph 2, Sentence 1, Number 3, Sentence 2 of the COVID-19 Act, stockholders will be granted the opportunity to ask follow-up questions.

Stockholders may only ask follow-up questions relating to the questions they themselves submitted electronically via the “Stockholders’ Portal” by Sunday April 25, 2021, 24:00 and to the answers given by the Board of Management in response.

Follow-up questions must be submitted in German electronically via the “Stockholders’ Portal” (see “Participation in the virtual Annual Stockholders’ Meeting and exercise of voting rights”) during the Annual Stockholders’ Meeting in the time frame set by the chair.

The right to information as stipulated in Section 131, Paragraph 1 of the AktG does not apply to follow-up questions. However, the Board of Management will try to answer all follow-up questions during the Annual Stockholders’ Meeting. The chair of the Meeting may place appropriate time restrictions on answering the follow-up questions. In particular, the chair is at liberty, at the beginning of or during the Meeting, to set an appropriate time frame for the individual follow-up questions or the follow-up questions overall.

c) Availability of documents

The documents to be made available in connection with the Stockholders’ Meeting are available at

www.bayer.com/stockholders-meeting

This also applies to any counter motions and proposals for election.

d) Language

The Annual Stockholders’ Meeting will be conducted in German. Simultaneous interpretation into English will be provided. All stockholders and any interested members of the public can follow the entire Annual Stockholders’ Meeting via the internet on Tuesday, April 27, 2021, at www.bayer.com/stockholders-meeting starting at 10:00 hours CEST.

9. Dates and Deadlines

Publication of the Notice convening the Annual Stockholders' Meeting in the Federal Gazette	March 12, 2021
Deadline for the submission of requests for additions to the Agenda	March 27, 2021 (24:00 hours CEST)
Stockholders Portal accessible on the internet	March 31, 2021
Stockholders' Meeting documents sent to the stockholders	starting March 31, 2021
Deadline for the submission of countermotions and election proposals for publication	April 12, 2021 (24:00 hours CEST)
Last date for registering to participate in the Annual Stockholders' Meeting	April 20, 2021
Annual Stockholders' Meeting	April 27, 2021
Planned payment of the dividend	April 30, 2021

10. Contact

During the registration period, a stockholders' service is available for questions relating to the Annual Stockholders' Meeting. It can be reached within Germany under the telephone number 0214 / 30-47799.

If calling from outside of Germany, please dial +49 214 / 30-47799.

Email address: anmeldestelle@computershare.de

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Disclaimer:

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