



Organizational Information on the Annual Stockholders' Meeting 2023 of Bayer AG

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1. Notice and Agenda

We hereby convene our Annual Stockholders' Meeting as a virtual Annual Stockholders' Meeting, without the physical presence of stockholders or their proxy holders at the venue of the Meeting, on Friday, April 28, 2023, at 10:00 hours CEST.

The Notice convening the 2023 virtual Annual Stockholders' Meeting of Bayer AG was published in the Federal Gazette on March 2, 2023. 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 of Bayer Aktiengesellschaft and the Bayer Group, 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 2022, and resolution on the use of the distributable profit
2. Resolution on ratification of the actions of the members of the Board of Management
3. Resolution on ratification of the actions of the members of the Supervisory Board
4. Supervisory Board elections
5. Resolution on the Approval of the Compensation Report
6. Resolution on authorization of the Board of Management to provide for the holding of virtual Annual Stockholders' Meetings (amendment of Article 13 of the Articles of Incorporation)
7. Resolution on the ability of members of the Supervisory Board to participate in virtual Annual Stockholders' Meetings by means of video and audio transmission (amendment of Article 15 of the Articles of Incorporation)
8. 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, 2023, to stockholders registered in the share register.

Stockholders who have already agreed to be sent an email with the virtual Annual Stockholders' Meeting documents will receive it 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 listed 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 Annual Stockholders' Meeting and exercise their stockholder and 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 processing reasons, no transfer entries will be made in the share register in the period from April 22, 2023 up to and including the date of the Annual Stockholders' Meeting and the following transfer-free weekend, i.e. up to and including Sunday, April 30, 2023. 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 21, 2023. The technical record date (i.e. cut-off date) is therefore the end of the day on April 21, 2023 (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 listed 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 21, 2023.

The registration form should be sent to the following address:

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

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 listed in the share register. A sample registration form can be viewed at www.bayer.com/stockholders-meeting

We recommend that you use the Stockholders' Portal:

You can 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 available at the Stockholders' Portal from March 31, 2023. 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 21, 2023, 24:00 hours CEST (see Section 3 "Registering to Participate in the Annual Stockholders' Meeting"), a proxy card can be requested via the internet at www.stockholders-portal.bayer.com which will then be sent directly to the proxy holder. Alternatively, a proxy card can be requested directly for a proxy holder via the registration form. The proxy card will then be sent directly to the proxy holder. Please make allowance for postal delivery times and send your notice early or use the download/email function available at the Stockholders Portal.

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 21, 2023, 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.

If you wish to issue voting instructions to your designated bank, stockholders' association, other intermediary or voting rights consultant, please use the Stockholders' Portal via www.bayer.com/stockholders-meeting or the registration form. Mark the 'Yes' field to indicate approval of the individual agenda items, the 'No' field to indicate rejection or the 'Abstain' field to abstain. 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 by way of a letter to the aforementioned address by Thursday, April 27, 2023 (date post is received), or by email to the aforementioned email address, in each case by Thursday, April 27, 2023, 24:00 hours CEST, or via the Stockholders' Portal (see Section 6, "Internet Services") up to the time when voting is closed by the chair on the day of the 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 Dr. Stephan Semrau, Leverkusen and Mark Wolters, 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 by way of a letter to the aforementioned address by Thursday, April 27, 2023 (date post is received) or by email to the aforementioned email address, by Thursday, April 27, 2023, 24:00 hours CEST, or via the Stockholders' Portal (see Section 6, "Internet Services") up to the time when voting is closed by the chair on the day of the Meeting.

Please note that proxies and voting instructions issued to proxy holders designated by the Company relate exclusively to the exercise of voting rights. If there are no express and unambiguous instructions, the proxy holders will abstain from voting on the respective item to be voted on. The proxy holders do not accept any orders for speeches, requests for information, motions or election nominations or for any other declarations.

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 vote by mail. 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 by way of a letter to the aforementioned address by Thursday, April 27, 2023 (date post is received) or by email to the aforementioned email address, in each case by Thursday, April 27, 2023, 24:00 hours CEST, or via the Stockholders’ Portal (see Section 6, “Internet Services”) up to the time when voting is closed by the chair on the day of the Meeting.

6. Internet Services

All information related to the 2023 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 2022, the annual financial statements 2022 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, submit statements, exercise your right to information, speak or object, order proxy cards, issue proxies and voting instructions to proxy holders designated by Bayer AG, or exercise your voting rights by postal voting via our Stockholders’ Portal at www.stockholders-portal.bayer.com. (See also point 8 “Procedure During the Annual Stockholders’ Meeting”)

Provided you have registered to participate in the Annual Stockholders’ Meeting by the deadline, you can issue, amend or rescind proxies and voting instructions issued to banks, stockholders’ associations, other intermediaries or voting rights consultants deemed equivalent persons under Section 135 Paragraph 8 of the AktG, or proxy holders designated by Bayer AG, as well as postal votes via the Stockholders’ Portal up to the time when voting is closed by the chair on the day of the Meeting on April 28, 2023. This Annual Stockholders’ Meeting internet service is available from March 31, 2023.

Your personal access information (stockholder/access card number and password/access code) is required for the use of the Stockholders’ Portal and will be sent to stockholders listed 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.

Registered stockholders and their proxies can join the Annual Stockholders’ Meeting electronically via the “Stockholders’ Portal” at www.stockholders-portal.bayer.com and in this way participate in the Meeting, exercise their stockholder rights and follow the video and audio transmission of the entire Meeting. Stockholders and their proxy holders only join the Meeting electronically and are included in the register of participants if they use their access through the “Stockholders’ Portal” during the Meeting rather than simply following the Meeting on the web page. The list of participants will be accessible in the

Stockholders' Portal before the first vote.

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 correctly registered by 24:00 CEST on Friday, April 21, 2023.

7. Statements as well as Countermotions and Election Proposals

Statements are to be submitted to the Company in text form by 24:00 CEST on Saturday, April 22, 2023 by means of electronic communication via the "Stockholders' Portal" at www.stockholders-portal.bayer.com. A statement must not exceed 10,000 characters in length. Statements must be submitted in PDF format. 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 way separately described in the Notice convening the Annual Stockholders' Meeting.

Statements to be made available will be published pursuant to Section 130a, Paragraphs 3 and 4 of the AktG by 24:00 CEST on Sunday, April 23, 2023 at the latest on the web page www.bayer.com/stockholders-meeting along with disclosure of the name of the stockholder submitting the statement.

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 CEST on Thursday, April 13, 2023, to the following address

Bayer Aktiengesellschaft
Building Q26 (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 to be made available within the meaning of Section 126 of the AktG and proposals for election within the meaning of Section 127 of the AktG 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 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 CEST on Friday, April 21, 2023. 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 to the Annual Stockholders' Meeting under their right to speak by means of video communication via the "Stockholders' Portal".

8. Procedure During the Annual Stockholders' Meeting

a) Right to speak

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.

Speeches can be registered via the "Stockholders' Portal" once called upon by the chair of the Meeting.

To register your request to speak, please log in to the Stockholders' Portal with your personal access data (stockholder number and password). Then select the "Request to speak / motions" button to register your request. Please note that after you have registered in the Stockholders' Portal, a dialog box will appear at the appropriate time that will enable you to enter the virtual waiting room. Please then select "Enter waiting room", where our technical staff (operator) will help you prepare your connection for your request to speak.

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.

Further recommendations for electronic connection via video communication can be found [here](#).

b) Right of information

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.

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”.

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” (see Section 6, “Internet Services”).

c) Right to object

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” and are possible from the beginning of the Meeting until it is closed by the chair.

d) Availability of documents

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

www.bayer.com/stockholders-meeting

This also applies to any countermotions and proposals for election.

e) Language

The Annual Stockholders’ Meeting will be conducted in German.

We intend to provide English interpreters at the Annual Stockholders’ Meeting. This year, in view of the new virtual format allowing greater involvement of international investors during the Annual Stockholders’ Meeting, we will for the first time offer our stockholders the service of having their spoken contributions submitted in English translated into German by our translators. Please note that this is a voluntary offer by our company. We cannot guarantee that this service will be available and are not responsible for the accuracy of the translations. As in the past, you are free to arrange for your own translation of your spoken contributions into German, which is the official language at the Annual Stockholders’ Meeting.

All stockholders and any interested members of the public can follow the entire Annual Stockholders’ Meeting via the internet on Friday, April 28, 2023, 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 02, 2023
Deadline for the submission of requests for additions to the Agenda	March 28, 2023 (24:00 hours CEST)
Stockholders' Portal accessible on the internet	March 31, 2023
Stockholders' Meeting documents sent to the stockholders	starting March 31, 2023
Deadline for the submission of counter motions and election proposals for publication	April 13, 2023 (24:00 hours CEST)
Last date for registering to participate in the Annual Stockholders' Meeting	April 21, 2023
Publication of the address by CEO Werner Baumann at our Annual Stockholders' Meeting 2023	April 24, 2023 (18:00 hours CEST)
Publication of the address by the Chairman of the Supervisory Board Prof. Dr. Norbert Winkeljohann (Explanations to the Report of the Supervisory Board) at our Annual Stockholders' Meeting 2023	April 24, 2023 (18:00 hours CEST)
Annual Stockholders' Meeting	April 28, 2023
Planned payment of the dividend	May 04, 2023

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.