



Notice

**of the
Annual Stockholders' Meeting
of Bayer AG
on April 26, 2024**

Health for all, Hunger for none

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Bayer Aktiengesellschaft
Leverkusen
– ISIN DE000BAY0017 –

Notice convening
the Annual Stockholders' Meeting
on April 26, 2024,
as a virtual Annual Stockholders' Meeting

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 26, 2024, at 10:00.

Agenda

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 2023, and resolution on the use of the distributable profit

The Board of Management and the Supervisory Board propose that, of the distributable profit of EUR 2,574,582,046.65 reported in the annual financial statements for the fiscal year 2023, an amount of EUR 108,066,649.02 be used to pay a dividend of EUR 0.11 per share carrying dividend rights and the remaining amount of EUR 2,466,515,397.63 be transferred to other retained earnings.

The dividend amount is determined based on the number of shares carrying dividend rights on the date the annual financial statements were prepared by the Board of Management. If the Company holds own shares on the date of the Annual Stockholders' Meeting and the number of shares carrying dividend rights on the date of the Meeting is therefore lower than the number on the date the annual financial statements were prepared, the Board of Management and Supervisory Board shall present an amended proposal on the use of the distributable profit to the Meeting, to the effect that the proposed dividend shall remain unchanged at EUR 0.11 per share carrying dividend rights, the transfer to other retained earnings shall remain unchanged at EUR 2,466,515,397.63 and the remainder of the distributable profit shall be carried forward.

In accordance with Section 58, Paragraph 4, Sentence 2 of the German Stock Corporation Act (AktG), the entitlement to the dividend is due on the third business day following the resolution of the Annual Stockholders' Meeting, namely on May 2, 2024.

The annual financial statements prepared by the Board of Management on February 22, 2024, were approved by the Supervisory Board on February 29, 2024, in accordance with Section 172, Sentence 1 of the AktG; the annual financial statements are thus confirmed. The Supervisory Board also approved the consolidated financial statements. No resolution on the confirmation of the annual financial statements or on the approval of the consolidated financial statements in accordance with Section 173 of the AktG by the Annual Stockholders' Meeting is therefore required. The other documents mentioned above shall be made available to the Annual Stockholders' Meeting in accordance with Section 176, Paragraph 1, Sentence 1 of the AktG without the need for adoption of a resolution, with the exception of the resolution on the use of the distributable profit.

2. Resolution on ratification of the actions of the members of the Board of Management

The Board of Management and the Supervisory Board propose that the actions of the members of the Board of Management who held office in the fiscal year 2023 be ratified for this period.

3. Resolution on ratification of the actions of the members of the Supervisory Board

The Board of Management and the Supervisory Board propose that the actions of the members of the Supervisory Board who held office in the fiscal year 2023 be ratified for this period.

4. Supervisory Board elections

In accordance with Section 96, Paragraphs 1 and 2, and Section 101, Paragraph 1 of the AktG, and Section 7, Paragraph 1, Sentence 1, No. 3 of the German Codetermination Act (MitbestG) of 1976, and Section 8 Paragraph 1 of the Articles of Incorporation, the Supervisory Board is composed of 20 members. Of the 20 members of the Supervisory Board, ten are elected by the stockholders and ten by the employees. At least 30 percent of the members of the Supervisory Board must be women and at least 30 percent of the members of the Supervisory Board must be men. In principle, this minimum quota must be fulfilled by the Supervisory Board as a whole. However, the stockholders' representatives have rejected overall fulfillment of this quota on the basis of a majority resolution presented to the Chairman of the Supervisory Board. The minimum quota for the upcoming election therefore has to be fulfilled separately by the stockholders' and employees' representatives and comprises three women and three men for each group of representatives. The stockholders' representatives on the Supervisory Board currently comprise four women and six men, thus the minimum quota is currently being fulfilled.

Dr. Norbert W. Bischofberger, who was elected as member of the Supervisory Board by the stockholders, has resigned from his office with effect from the end of the Annual Stockholders' Meeting 2024 at which time his term of office on the Supervisory Board will end. Furthermore, the terms of office of the stockholders' representatives Dr. rer. nat. Simone Bagel-Trah, Horst Baier, Ertharin Cousin and Prof. Dr. med. Dr. h.c. mult. Otmar D. Wiestler end on conclusion of the Annual Stockholders' Meeting 2024. The Supervisory Board proposes that the following candidates be elected with effect from the end of the Annual Stockholders' Meeting 2024 for the period through to the end of the Annual Stockholders' Meeting that will resolve on the ratification of their actions for the fiscal year 2027:

1) **Horst Baier**, Hanover, Germany

Independent consultant

Memberships on statutory supervisory boards:

- Bayer Aktiengesellschaft (listed company)

Memberships in comparable supervising bodies of German or foreign corporations:

- DIAKOVERE gGmbH (member of the optional Supervisory Board)

- Ecclesia Holding GmbH (member of the optional Supervisory Board)
- Whitbread PLC (non-executive member of the Board of Directors, listed company)

2) **Ertharin Cousin**, Chicago, United States

Independent consultant

Memberships on statutory supervisory boards:

- Bayer Aktiengesellschaft (listed company)

Memberships in comparable supervising bodies of German or foreign corporations:

- Allwyn North America, Inc. (non-executive member of the Board of Directors)
- Mondelēz International, Inc. (non-executive member of the Board of Directors, listed company)

3) **Lori Schechter**, Dallas, United States

Board and Enterprise Risk Advisor at McKesson Corporation

Memberships on statutory supervisory boards:

- none

Memberships in comparable supervising bodies of German or foreign corporations:

- none

4) **Dr. Nancy Cole, née Simonian (Dr. Nancy Simonian)**, Cambridge, United States

Independent consultant

Memberships on statutory supervisory boards:

- none

Memberships in comparable supervising bodies of German or foreign corporations:

- Alltrna, Inc. (non-executive member of the Board of Directors)

- Syros Pharmaceuticals, Inc. (non-executive member of the Board of Directors, listed company)

5) **Jeffrey Ubben**, Healdsburg, United States

Founder, Portfolio Manager and Managing Partner at Inclusive Capital Partners, L.P.

Memberships on statutory supervisory boards:

- none

Memberships in comparable supervising bodies of German or foreign corporations:

- Arcadia Power, Inc. (non-executive member of the Board of Directors)
- Climate Vault Solutions, Inc. (non-executive member of the Board of Directors)
- Exxon Mobil Corporation (non-executive member of the Board of Directors, listed company)

These proposals by the Supervisory Board are based on the recommendation of the Nomination Committee and take into account the targets determined by the Supervisory Board for its composition, the profile of expertise developed by the Supervisory Board and the diversity concept for the body as a whole.

The elections to the Supervisory Board are to be held as individual elections and in each case for a term of office of four years. With the proposed term of office of four years the Company is considering the expectations of international investors in particular. Bayer is making use of the option provided in the Articles of Incorporation to elect members of the Supervisory Board for a shorter term of office than the maximum term of five years (Section 8, Paragraph 2, Sentence 2 of the Articles of Incorporation).

The Supervisory Board has satisfied itself that Horst Baier, Ertharin Cousin, Lori Schechter, Dr. Nancy Simonian and Jeffrey Ubben are able to meet the expected time commitment for performing their Supervisory Board duties, taking into account their seats on other boards. In 2023 Horst Baier and Ertharin Cousin participated in all meetings of the Supervisory Board and of the committees of the Supervisory Board of which they were members.

The Supervisory Board regards Horst Baier, Ertharin Cousin, Lori Schechter, Dr. Nancy Simonian and Jeffrey Ubben as independent. Beyond the membership of Horst Baier and Ertharin Cousin on the Company's Supervisory Board and the membership of Jeffrey Ubben on the Company's ESG Council, the Supervisory Board does not consider there to be any personal or business relationships between Horst Baier, Ertharin Cousin, Lori Schechter, Dr. Nancy Simonian and Jeffrey Ubben on the one hand and the companies of the Bayer Group, the governance bodies of Bayer Aktiengesellschaft, or any stockholder that directly or indirectly holds more than 10% percent of the voting shares of Bayer Aktiengesellschaft on the other, that are of material significance to the decision of the Annual Stockholders' Meeting regarding their election.

Horst Baier has expert knowledge in the field of financial reporting pursuant to Section 100, Paragraph 5 of the AktG and Recommendation D.3 of the German Corporate Governance Code. Further information can be found in the curricula vitae of Horst Baier, Ertharin Cousin, Lori Schechter, Dr. Nancy Simonian and Jeffrey Ubben which are available online at www.bayer.com/stockholders-meeting.

5. Approval of the compensation system for the members of the Board of Management

Pursuant to Section 120a, Paragraph 1 of the AktG, the stockholders' meeting of a listed company must resolve on the approval of the compensation system for the members of the Board of Management as presented by the Supervisory Board whenever there is a material change to this system, and at least every four years. The Company's Annual Stockholders' Meeting last passed such a resolution on April 28, 2020. Thus, a new resolution is required at the Annual Stockholders' Meeting on April 26, 2024. The Supervisory Board has reviewed and updated the compensation system for the members of the Board of Management. The proposed changes serve to significantly simplify the system and predominantly derive from investor feedback. The structure of the current compensation system has proved itself to be fundamentally sound and shall be retained.

Based on the recommendation of its Human Resources and Compensation Committee, the Supervisory Board proposes that the compensation system for the members of the Board of Management, as resolved upon by the Supervisory Board and taking effect from January 1, 2024, be approved.

The compensation system for the members of the Board of Management, as resolved upon by the Supervisory Board and taking effect from January 1, 2024 is described after this Agenda as an annex to Agenda Item 5.

6. Resolution on the approval of the Compensation Report

Pursuant to Section 162 of the AktG, the Board of Management and the Supervisory Board of a listed company are required to prepare a compensation report on an annual basis. In accordance with Section 120a, Paragraph 4, Sentence 1 of the AktG, the Annual Stockholders' Meeting shall resolve on the approval of the Compensation Report for the past fiscal year prepared and audited in accordance with Section 162 of the AktG.

The Compensation Report for the fiscal year 2023 and the auditor's report are presented at the end of this Agenda as an annex to Agenda Item 6. The Compensation Report was audited by the auditor pursuant to Section 162, Paragraph 3 of the AktG with a view to obtaining assurance that the legally required information pursuant to Section 162, Paragraphs 1 and 2 of the AktG had been provided. The auditor also conducted an audit of the content beyond the legal requirements.

The Board of Management and the Supervisory Board propose that the Compensation Report for the fiscal year 2023 prepared and audited in accordance with Section 162 of the AktG be approved.

7. Authorization to acquire and use own shares with the potential disapplication of subscription and other tender rights; use of derivatives in the course of the acquisition

The authorization to acquire and use own shares, approved by the Annual Stockholders' Meeting on April 26, 2019, will expire on April 25, 2024. Therefore, it is intended that the Board of Management be authorized again to acquire and use own shares for an additional five years. Separate resolutions will be put forward on the general authorization to acquire own shares and on the supplementary authorization to use derivatives in the course of the acquisition.

1) The Board of Management and Supervisory Board propose the following resolution for adoption:

- a) The Board of Management is authorized until April 25, 2029, to acquire own shares with a proportionate interest in the capital stock totaling up to 10 percent of the Company's capital stock existing at the date of the resolution or – if this value is lower – at the date the authorization is exercised, subject to the proviso that the shares acquired as a result of this authorization, together with other shares of the Company that the Company has already acquired and still holds, or which are attributable to it under Section 71d and Section 71e of the AktG, at no time exceed 10 percent of the capital stock of the Company. The provisions in Section 71, Paragraph 2, Sentences 2 and 3 of the AktG must be complied with.

The Board of Management decides whether shares are acquired (aa) via the stock exchange or via a multilateral trading facility as specified in Section 2 Paragraph 6 of the German Stock Exchange Act (BörsG), (bb) by means of a public purchase offer addressed to all stockholders, or (cc) by means of a public offer addressed to all stockholders to exchange for shares of a publicly listed company as specified in Section 3, Paragraph 2 of the AktG (hereinafter “exchange shares”). In addition, the acquisition of shares must satisfy the principle of equal treatment of stockholders (Section 53a of the AktG).

- aa) If the acquisition takes place via the stock exchange or via a multilateral trading facility, the purchase price paid by the Company (excluding transaction costs) may neither exceed, nor be lower than, the Company's share price, as determined by the opening auction in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day, by more than 10 percent.
- bb) If the acquisition takes place by means of a public purchase offer, the offer price paid by the Company (excluding transaction costs) may neither exceed, nor be lower than, the Company's share price, as determined by the closing auction in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last trading day before the publication of the purchase offer, by more than 10 percent. The offer may be adjusted in the event of significant share price changes following the announcement of the public purchase offer. In this case, the purchase offer will be adjusted to reflect the Company's share price as determined by the closing auction in XETRA trading (or a

comparable successor system) on the Frankfurt Stock Exchange on the trading day before the adjustment; the deviation threshold of plus/minus 10 percent applies to this price.

- cc) If the acquisition takes place by means of a public exchange offer, the Company will specify an exchange ratio for acquisition. The exchange ratio, in the form of one or more exchange shares and notional share fractions (in each case including any fractions, but without transaction costs), may – subject to a modification during the offer period – not be more than 10 percent higher or lower than the value of a share of the Company as determined at the applicable time. In this context, the exchange ratio is calculated on the basis of the prices of Company shares and of exchange shares as determined by the respective closing auction on the last trading day before the publication of the exchange offer in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange. The exchange ratio can be adjusted in the event of significant changes in the price – as determined at the applicable time – of Company shares and/or exchange shares following the announcement of the public exchange offer. In this case, the exchange offer will be adjusted to reflect the prices of Company shares and of exchange shares as determined by the respective closing auction in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last trading day before the adjustment of the exchange offer; the deviation threshold of plus/minus 10 percent applies to these prices. If the exchange share is not traded in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange, then the closing price of the exchange share on the stock exchange on which the exchange share had its highest trading volume in the previous calendar year is taken to be the applicable share price.
- dd) If the total number of the shares tendered in response to a public purchase offer or exchange offer as per the aforementioned subsections bb) and cc) exceeds the offer volume, then purchases may be made in proportion to the number of shares tendered (tender ratios). In addition, preferential acceptance of small numbers of shares (up to 50 shares per stockholder), as well as rounding in accordance with commercial principles to avoid notional share fractions, may be provided for. Any further stockholder tender rights are disapplied to this extent. The public offer to purchase or exchange shares can stipulate additional conditions.

- b) The authorization may be exercised in full, or in a number of partial amounts split across several acquisition dates, until the maximum purchase volume has been reached. The acquisition may also be carried out by group companies that are dependent on the Company within the meaning of Section 17 of the AktG, or by third parties on behalf of the Company or such group companies. The authorization may, subject to compliance with the statutory requirements, be exercised for any purpose permissible in law, especially in pursuit of one or more of the purposes listed in sections c) through i). Trading in own shares is not permitted.

If the own shares acquired are used for one or more of the purposes described in sections c) through g), the stockholders' subscription rights are disapplied. The Board of Management is authorized to disapply subscription rights if the own shares acquired are used for the purpose specified in section i). Stockholders also do not have any subscription rights if the own shares acquired are sold via the stock exchange. In the event that the own shares acquired are sold by means of a public offer to stockholders and this public offer complies with the principle of equal treatment, the Board of Management is authorized to disapply the stockholders' subscription rights for fractions.

- c) The Board of Management is also authorized to sell the own shares acquired under the above authorization in a manner other than via the stock exchange or by means of an offer to all stockholders against cash consideration.
- d) The Board of Management is authorized to transfer the own shares acquired under the above authorization to third parties, provided this is done for the purpose of acquiring companies, parts of companies, equity interests in companies, or other assets, or to effect business combinations.
- e) The Board of Management is authorized to distribute the own shares acquired under the above authorization to employees of the Company and affiliated companies, including managers at affiliated companies, and to utilize them for the fulfillment of rights or obligations to purchase Company shares that have been conferred or will be conferred to employees of the Company and affiliated companies, including managers at affiliated companies, in the scope of share-option and/or employee profit-sharing plans, for instance.

- f) The Board of Management is authorized to use the own shares acquired under the above authorization in order to satisfy obligations to creditors to whom the Company or affiliated companies have issued bonds with conversion rights or warrants and/or conversion obligations.
- g) The Board of Management is authorized to use the own shares acquired under the above authorization in order to issue Company shares on stock exchanges outside Germany on which the Company is not yet listed.
- h) The Board of Management is authorized to retire the own shares acquired under the above authorization without a further resolution by the Annual Stockholders' Meeting. The shares may also be retired without reducing the capital by adjusting the proportionate interest of the remaining no-par value shares in the capital stock of the Company. In this case, the Board of Management is authorized to amend the number of no-par value shares in the Articles of Incorporation.
- i) The Board of Management is authorized to use the own shares acquired as a result of the above-mentioned authorization to pay a scrip dividend.
- j) The price at which the own shares are sold while exercising the authorization as per section c) or the price at which own shares may be issued on other stock exchanges as per section g) may not be significantly lower (excluding transaction costs) than the price of the Company's shares as determined by the closing auction in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last trading day before the binding agreement on the sale or on the day before the shares are issued on the stock exchange. These authorizations as per section c) and section g) concerning the use of shares are restricted to shares whose proportionate interest in the capital stock may not in total exceed 10 percent of the capital stock either at the date of the resolution or, if this amount is lower, at the date when the present authorizations are exercised. The upper limit of 10 percent of the capital stock is reduced by the proportionate interest in the capital stock which is attributable to those shares which are issued or sold while disapplying subscription rights under or in accordance with Section 186, Paragraph 3, Sentence 4 of the AktG on or after April 26, 2024. The upper limit of

10 percent of the capital stock is further reduced by the proportionate interest in the capital stock which is attributable to those shares which are to be issued to service bonds with warrants or conversion rights or obligations, provided that these bonds are issued while disapplying subscription rights in application of Section 186, Paragraph 3, Sentence 4 of the AktG on or after April 26, 2024.

- k) The Board of Management may use the authorizations in sections c), d), e), f), g) and i) only with the consent of the Supervisory Board. Moreover, the Supervisory Board can determine that the measures taken by the Board of Management on the basis of this Annual Stockholders' Meeting resolution may only be implemented with its consent.
 - l) The authorizations for the use of own shares in sections c) through i) apply, with the necessary modifications, to own shares acquired as a result of an authorization to acquire shares granted previously by the Annual Stockholders' Meeting. Stockholders' subscription rights are also disapplying to this extent. With regard to the requirement of the consent of the Supervisory Board, section k) applies with the necessary modifications.
 - m) Overall, the above authorizations concerning the use of shares may be utilized on one or several occasions, individually or together, in relation to partial volumes of the own shares or all own shares held in total.
- 2) Acquisitions using derivatives are also to be possible when exercising the authorization to acquire own shares to be resolved under 1).

The Board of Management and Supervisory Board therefore propose the following additional resolution for adoption:

- a) Own shares being acquired as part of the authorization under 1) may also be acquired using put or call options. In this case, the option transactions must be entered into with a credit or securities institution, or a company which operates in accordance with Section 53, Paragraph 1, Sentence 1 or Section 53b, Paragraph 1, Sentence 1 or Paragraph 7 of the German Banking

Act (KWG), that is independent of the Company, provided that, when the option is exercised, this institution or company only delivers shares which were previously acquired via the stock exchange at a market-driven price in compliance with the principle of equal treatment.

- b) The acquisition of shares using put or call options is limited to a maximum of 5 percent of the capital stock in existence as of the date of the resolution by the Annual Stockholders' Meeting or, if this value is lower, as of the date when the authorization is exercised.

- c) The option premium paid by the Company in the case of call options and received in the case of put options may not be materially lower than the theoretical fair value of the options concerned calculated using accepted valuation techniques. The exercise price agreed in the option transaction (in each case not including transaction costs, but taking into account the option premium received or paid) may not be more than 10 percent higher or lower than the price of the Company's shares as determined by the opening auction in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day on which the option transaction was entered into.

The term of the individual derivatives may not, in each case, exceed 18 months; it must end at the latest on April 25, 2029, and must be selected so that the acquisition of the shares using derivatives does not take place after April 25, 2029.

- d) The provisions concerning 1) also apply to the use of Company shares that have been acquired on the basis of this authorization.

The report by the Board of Management in accordance with Section 71, Paragraph 1, No. 8 of the AktG in conjunction with Section 186, Paragraph 4, Sentence 2 of the AktG will be available on the internet at www.bayer.com/stockholders-meeting from the date of the Notice convening the Annual Stockholders' Meeting and during the Annual Stockholders' Meeting.

8. Resolution on the approval of the Control and Profit and Loss Transfer Agreement between the Company and Bayer CropScience Aktiengesellschaft

Bayer Aktiengesellschaft ("**BAYER**") and Bayer CropScience Aktiengesellschaft ("**BCS**") concluded a Control Agreement on February 21, 2017. On February 22, 2024, BAYER and BCS added a profit transfer component to create a consolidated tax group for the purposes of income tax, and revised the whole agreement to form the Control and Profit and Loss Transfer Agreement, as follows:

"§ 1 Management

- (1) **BCS** places the management of its company under the control of **BAYER**. **BAYER** is thus entitled to issue instructions to the Board of Management of **BCS** with regard to the management of the company. Section 308 of the AktG, as amended, applies.
- (2) **BAYER** shall only exercise its right to issue instructions through the Board of Management. Instructions must be issued in text form.

§ 2 Profit transfer

- (1) **BCS** undertakes to transfer its entire profit to **BAYER**. Section 301 of the AktG, as amended, applies.
- (2) **BCS** may transfer amounts from its net income for the year to other retained earnings (Section 272, Paragraph 3 of the German Commercial Code (HGB)) with **BAYER**'s consent to the extent that this is permissible under commercial law and is economically justified, based on prudent business judgment. Other retained earnings created during the course of the Agreement in accordance with Section 272, Paragraph 3 of the HGB shall be released if required by **BAYER**.
- (3) The transfer of amounts resulting from the reversal of other retained earnings in accordance with Section 272, Paragraph 3 of the HGB created before the commencement of this Agreement or from capital reserves is excluded.

§ 3 Absorption of losses

Section 302 of the AktG, as amended, applies.

§ 4

Effective date and duration

- (1) This agreement must be approved by the Annual Stockholders' Meetings of **BAYER** and **BCS**.
- (2) This Agreement shall take effect upon entry in the commercial register at the domicile of **BCS** and shall apply retroactively for the period from the start of the fiscal year in which the entry was made, except for the right to issue instructions. The Control Agreement of February 21, 2017, along with the right to issue instructions agreed therein, shall apply to the period before this Agreement takes effect.
- (3) This Agreement can be terminated by giving six months' notice of termination effective as of the end of a fiscal year, but not before the end of the fiscal year that ends at least five years after the beginning of the fiscal year in which this Agreement takes effect. If the Agreement is not terminated, it shall be automatically extended by one fiscal year in each case, subject to the same notice period.
- (4) The right to terminate this Agreement for good cause without compliance with any notice period is not affected. In particular, **BAYER** is entitled to terminate the Agreement for good cause if it is no longer the majority stockholder in **BCS**, or another stockholder has acquired a stake in **BCS**, or one of the cases set out in administrative order R 14.5, Paragraph 6, Sentence 2 of the German Corporate Tax Guidelines (KStR) of 2022 or an administrative order replacing it applies. In particular, the merger, split-off or liquidation of a party and the sale or contribution of the interest in **BCS** by its parent company represent good cause for extraordinary termination.

§ 5

Other provisions

The ineffectiveness or unenforceability of one or more provisions of this Agreement does not affect the validity of the remaining provisions.”

The Control and Profit and Loss Transfer Agreement and its rationale are described in more detail in the joint report of the Board of Management of **BAYER** and the Board of Management of **BCS**, which will be available at www.bayer.com/stockholders-meeting from the date of the Notice convening the Annual Stockholders' Meeting and during the Annual Stockholders' Meeting.

The Board of Management and the Supervisory Board propose that the Control and Profit and Loss Transfer Agreement between **BAYER** and **BCS** dated February 22, 2024 be approved.

9. 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

Based on the recommendation of the Audit Committee, the Supervisory Board proposes the election of Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, Germany, as the auditor of the annual and consolidated financial statements for 2024, and also as the auditor for the review, if applicable, of the condensed financial statements and interim management report as of June 30, 2024, and, if applicable, of the condensed financial statements and interim management reports as of September 30, 2024, and March 31, 2025, if these are prepared.

Compensation system for the members of the Board of Management in the version effective January 1, 2024, as resolved upon by the Supervisory Board (annex to Agenda Item 5)

1. Preamble

The compensation system currently in place for the members of the Board of Management of Bayer AG (hereinafter "Bayer" or "the company") was presented to the Annual Stockholders' Meeting on April 28, 2020, and achieved a 94.02 % approval rating. Pursuant to Section 120a, Paragraph 1 of the German Stock Corporation Act (AktG), the annual stockholders' meeting of a publicly listed company resolves on the approval of the compensation system for the board of management members, as presented by the supervisory board, whenever there is a material change to that system, or at least every four years. Against this backdrop, the Supervisory Board and, on a preparatory level, the Human Resources and Compensation Committee comprehensively reviewed and updated the Board of Management compensation system. The Supervisory Board of Bayer AG proposes to the Annual Stockholders' Meeting that the new Board of Management compensation system be approved.

The new Board of Management compensation system shall apply retroactively from January 1, 2024, for current service contracts, the extension thereof and any new contracts to be concluded. While the

compensation system is typically in place for four years, the Supervisory Board will review it mid-cycle to ensure it is working as intended.

2. Principles applied for the Board of Management compensation system

The compensation system plays a key role in promoting strategy execution and the sustainable, long-term development of the Bayer Group. It serves as a central steering tool for ensuring Board of Management compensation is aligned with the interests of stockholders and other stakeholders.

2.1 Our mission

A growing and aging world population and the increasing strain on nature's ecosystems are among the major challenges facing humanity. As one of the world's leading companies in the fields of health and nutrition, we are able to play a key role in devising solutions to tackle these challenges. In step with our mission "Health for all, Hunger for none," we deliver groundbreaking innovations in healthcare, agriculture and self-care. We contribute to a world in which diseases are not only treated but effectively prevented or cured, in which people can take better care of their own health needs, and in which enough agricultural products are produced while conserving our planet's natural resources. That's because at Bayer, growth and sustainability go hand in hand.

2.2 Company strategy

As we look to further shape Bayer as a global leader in health and nutrition, and make a positive contribution to society and the environment, the operational focus of our mission is to drive long-term profitable growth, develop innovative products and solutions through cutting-edge research, strengthen cash flow and reduce debt to deliver enhanced operational efficiency, and take sustainability aspects into account in all our business activities.

2.3 Board of Management compensation

The compensation system for the members of the Board of Management of Bayer AG is specifically designed to support the execution of our strategy and the measurement of our success, particularly with respect to the financial and nonfinancial performance criteria selected.

1. We focus on growth, profitability and liquidity as financial performance indicators that serve as key incentivization factors in our Board of Management compensation system. In this way, we aim to continuously increase the Bayer Group's value for our stockholders and other stakeholders, and to ensure the continuity of the company for the long term.
2. We also promote growth in the company's value for our stockholders by taking targeted steps to ensure alignment between Board of Management and stockholder interests. Incentivizing the capital market performance of Bayer AG in both absolute and relative terms is therefore another important element of the Board of Management compensation system.
3. In line with our corporate strategy and mission, we have incorporated our sustainability targets into the Board of Management compensation system. We see it as our duty to support the implementation of the Paris Climate Agreement. We are looking to press ahead with reducing greenhouse gas emissions in our processes and in our value chain in line with our targets, which have been validated by the Science Based Target initiative. Through our strategic levers, we are also meeting growing demands for our business to be run on a sustainable footing, including from an ESG (environmental, social, governance) perspective.

The Supervisory Board has designed the compensation system based on the principles shown in the graphic below.

We ensure ...	We avoid ...
<ul style="list-style-type: none"> ✓ ... that we promote long-term and sustainable performance ✓ ... that we set ambitious and measurable targets ✓ ... that compensation is aligned toward performance and success ✓ ... that compensation is geared toward creating long-term value for stockholders ✓ ... that we take regulatory requirements fully into account ✓ ... that we fully take on board stakeholder concerns ✓ ... that we offer appropriate compensation in line with market rates ✓ ... that compensation is capped ✓ ... that we are highly transparent in our compensation reporting 	<ul style="list-style-type: none"> ✗ ... prioritizing short-term success at the expense of long-term performance ✗ ... offering guaranteed variable compensation levels ✗ ... paying special discretionary bonuses ✗ ... neglecting the interests of our stockholders ✗ ... incentivizing inappropriate risks ✗ ... inappropriately high payouts and excessive severance payments ✗ ... retrospectively adjusting targets ✗ ... providing insufficient transparency in our compensation reporting ✗ ... overlapping STI and LTI targets

In this way, the compensation system clearly incentivizes the successful execution of the corporate strategy and the sustainable development of the company, and is strongly geared toward long-term value creation for our stockholders. At the same time, it satisfies the requirements of the German Stock Corporation Act in all respects, has a simple and clear structure, and complies with the latest recommendations of the German Corporate Governance Code and the Guidelines for Sustainable Management Board Remuneration Systems.

3. Changes compared with the previous compensation system

The design of the previous Board of Management compensation system met with a very positive response from our stockholders at the 2020 Annual Stockholders' Meeting. However, the voting results for the 2021 and 2022 compensation reports show that, in certain respects, the way the system was actually applied was not in line with stockholder expectations. Against this backdrop, the Supervisory Board has developed an improved Board of Management compensation system that reflects investor feedback. The proposed changes to the compensation system are therefore of a more evolutionary nature, with a focus on simplicity, pay for performance and long-term development as guiding principles.

Significant changes to the compensation system

Guiding principle	Explanation
Simplicity	<p>Emphasis was placed on reducing the complexity of the compensation system. For this purpose, the following changes in short-term variable cash compensation (STI) and long-term variable cash compensation (LTI) have been undertaken:</p> <p>STI:</p> <p>// The matrix for (clean) EBITDA margin vs. sales growth at divisional level has been replaced with a clear and simple sales growth target (Fx & portfolio adj.) at Group level.</p> <p>// The individual performance factor, which is applied as a multiplier, is now based on successful strategy development and execution. The factor is more focused on fewer goals relating to individual, team and divisional performance. Moving forward, the Supervisory Board will retain the ability to take individual divisional targets into account within the factor for strategy development and execution.</p> <p>LTI:</p> <p>// ROCE has been removed from the performance criteria. As such, the LTI is now based solely on two performance criteria: relative total shareholder return (TSR), which now has a considerably higher weighting of 80%, and the sustainability targets, which have an unchanged weighting of 20%. The LTI will be much more focused on Bayer's capital market performance and our priority to deliver value for stockholders.</p> <p>// The Supervisory Board understands that stockholders are not satisfied with how the Bayer stock has performed in recent years. The strong focus on capital market performance is designed to provide impetus and incentivize Bayer AG's successful turnaround on the capital market.</p>
Pay for performance	<p>In view of the investor feedback, the following changes have been made to the STI and LTI:</p> <p>STI:</p> <p>// Moving forward, target attainment for the STI performance criterion free cash flow will be measured based on the figures published in the Annual Report. Specifically, this means that the free cash flow figure used to determine Board of Management compensation will in future not be adjusted for payments in connection with litigation.</p> <p>// In line with Recommendation G.11 of the German Corporate Governance Code, the Supervisory Board has the possibility to account for extraordinary events or developments to an appropriate extent when determining variable compensation payouts so as to ensure pay for performance alignment can be maintained at all times. The Supervisory Board will transparently disclose the underlying reasoning in the Compensation Report.</p> <p>LTI:</p> <p>// The payout curve of the relative TSR has been revised to be much more ambitious. Previously, Bayer's performance only had to match that of the EURO STOXX 50 Total Return for 100% target attainment. In the future, Bayer's TSR must be at the 60th percentile of the EURO STOXX 50 Total Return. This means that Bayer's TSR must be higher than 60% of companies in the benchmark index for 100% target attainment to be achieved.</p>
Long-term development	<p>// In accordance with the requirements of the German Stock Corporation Act, the recommendations of the German Corporate Governance Code and the Guidelines for Sustainable Management Board Remuneration Systems, the variable portion of compensation at Bayer has a predominantly long-term focus. To ensure the compensation structure can potentially be given an even longer-term alignment in future and additionally provide flexibility in determining the compensation packages of individual Board of Management members, the compensation structure is now based on ranges for the relative shares of the individual components within total compensation.</p> <p>// Compared with the previous compensation structure, these ranges allow portions of the component weightings within target compensation to be reallocated from base compensation, STI and the pension installment to the LTI. This enables even greater focus to be placed on the company's sustainable, long-term development while also allowing compensation structures to be brought into line with international competitors.</p>

4. Overview of the compensation system and compensation structure

The compensation system comprises fixed and variable components that, when added together, make up the total compensation of the Board of Management members. The compensation system also covers additional contractual provisions such as maximum compensation pursuant to Section 87a, Paragraph 1, Sentence 2, No. 1 of the German Stock Corporation Act, malus and clawback, and the Share Ownership Guidelines.

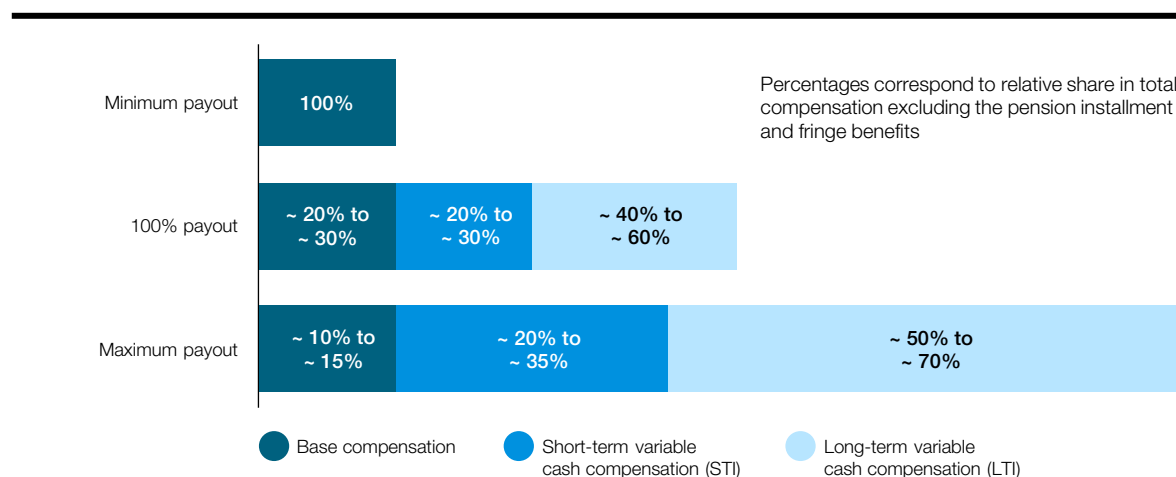
The following table provides an overview of the components of the new compensation system (significant changes compared with the previous compensation system are marked in green):

Comparison of the compensation systems		
Previous compensation system (approved on April 28, 2020)	Compensation component	Updated compensation system (in effect from fiscal 2024)
Fixed compensation		
// Fixed, contractually agreed compensation // Generally paid out in 12 equal installments each year	Base compensation	// Fixed, contractually agreed compensation // Generally paid out in 12 equal installments each year
// Regular health screening // Insurance policies // Company car with driver // Security installations at private residence // Temporary relocation and rental costs // Indemnity payments to new Board of Management members for variable compensation forfeited on termination of previous employment	Fringe benefits	// Regular health screening // Insurance policies // Company car with driver // Security installations at private residence // Temporary relocation and rental costs // Indemnity payments to new Board of Management members for variable compensation forfeited on termination of previous employment
// Pension installment that is paid out directly as a lump sum	Pension installment	// Pension installment that is paid out directly as a lump sum
Variable compensation		
// Annual bonus based on a target amount, with payout after one year calculated as follows: – 1/3 weighting: Matrix for clean EBITDA margin vs. sales growth at divisional level – 1/3 weighting: Core EPS at Group level – 1/3 weighting: Free cash flow at Group level – Individual performance factor (0.8–1.2) – Payout capped at 200% of individual target amount	Short-term variable cash compensation (STI)	// Annual bonus based on a target amount, with payout after one year calculated as follows: – 1/3 weighting: Sales growth at Group level (Fx & p adj.) – 1/3 weighting: Core EPS at Group level “as reported” – 1/3 weighting: Free cash flow at Group level “ as reported ” – Factor for strategy development and execution (0.8–1.2) // Payout capped at 200% of individual target amount
// Performance shares based on absolute performance of Bayer stock. The number of performance shares is determined at the end of a four-year performance period on the basis of a target amount and the following performance criteria: – 40% weighting: Relative total shareholder return compared to the EURO STOXX 50 (outperformance) – 40% weighting: ROCE at Group level – 20% weighting: Sustainability targets // Payout capped at 250% of individual target amount	Long-term variable cash compensation (LTI)	// Performance shares based on absolute performance of Bayer stock. The number of performance shares is determined at the end of a four-year performance period on the basis of a target amount and the following performance criteria: – 80% weighting: Relative total shareholder return compared to the companies of the EURO STOXX 50 Total Return (ranking) – 20% weighting: Sustainability targets // Payout capped at 250% of individual target amount
Other contractual components		
// The maximum total annual compensation is €12 million for the Chairman of the Board of Management (CEO) and €7.5 million for the other members of the Board of Management.	Maximum total compensation	// The maximum total annual compensation is €12 million for the Chairman of the Board of Management (CEO) and €7.5 million for the other members of the Board of Management.
// In the event of gross misconduct or misrepresentation in financial reporting, the Supervisory Board may withhold all or part of the STI and LTI (malus) or require their repayment to the company (clawback)	Malus and clawback provisions	// In the event of gross misconduct or misrepresentation in financial reporting, the Supervisory Board may withhold all or part of the STI and LTI (malus) or require their repayment to the company (clawback)
// Pledge to build a certain position size in Bayer stock by the end of a four-year period // Obligation to retain the shares throughout the period of service on the Board of Management and for two years thereafter	Share Ownership Guidelines	// Pledge to build a certain position size in Bayer stock by the end of a four-year period // Obligation to retain the shares throughout the period of service on the Board of Management and for two years thereafter

At least 70% of contractually agreed target direct compensation is performance-based (assuming 100% target attainment for variable compensation and excluding fringe benefits and the pension installment).

In accordance with the requirements of the German Stock Corporation Act, the recommendations of the

German Corporate Governance Code and the Guidelines for Sustainable Management Board Remuneration Systems, the variable portion of compensation at Bayer has a predominantly long-term focus. Long-term variable target compensation is therefore higher than short-term variable target compensation. This places the focus on Bayer's sustainable development without losing sight of the operational targets. The compensation structure (excluding fringe benefits and the pension installment) is shown in the graphic below.



Scenario ²	Explanation
Minimum payout	STI: 0% of target amount; LTI: 0% of target amount
100% payout	STI: 100% of target amount; LTI: 100% of target amount
Maximum payout	STI: 200% of target amount; LTI: 250% of target amount

The expense recognized for fringe benefits is inherently subject to annual fluctuations and usually accounts for about 5 % to 10 % of individual base compensation. The expense for fringe benefits may in certain cases be higher if newly appointed Board of Management members are granted one-off payments for a limited period of time (e.g., reimbursement of relocation or rental costs, and indemnity payments for variable compensation from former employers that has been forfeited).

The pension installment amounts to approximately 30 % to 40 % of individual base compensation, and is outlined in section 6.1 c). For Board of Management members appointed prior to January 1, 2020, who still receive contribution-based pension entitlements, the annual expense is approximately 20 % to 40 % of individual base compensation.

5. Caps on variable compensation components and total compensation

The performance evaluation for the variable components is based on growth, profitability, liquidity, sustainability and stock price performance. The Supervisory Board sets ambitious targets for the variable compensation while at the same time ensuring a balanced opportunity-and-risk profile. If targets are not attained, variable compensation can fall to as low as zero. If targets are clearly exceeded, the payout is capped at 200 % (STI) or 250 % (LTI) of the individual target amount.

The theoretical maximum total compensation is calculated by adding together the capped variable components, the base compensation, the expense for fringe benefits and the pension entitlement/installment. The Supervisory Board has set an absolute amount in euros for the maximum total compensation to be paid out for the components granted in a fiscal year pursuant to Section 87a, Paragraph 1, Sentence 2, No.1 of the German Stock Corporation Act. The maximum total annual compensation is €12 million for the Chairman of the Board of Management (CEO) and €7.5 million for the other members of the Board of Management.

The maximum total compensation includes all fixed and variable compensation components:

- Base compensation
- Fringe benefits
- Pension installment or service cost according to IFRS
- Short-term variable cash compensation (STI)
- Long-term variable cash compensation (LTI)

6. Compensation components in detail

6.1 Fixed compensation

The fixed compensation guarantees the Board of Management members an appropriate income while avoiding undue risks for Bayer. The level of fixed compensation reflects the member's role on the Board of Management, experience, area of responsibility and market conditions.

a) Base compensation

The base compensation is fixed, contractually agreed annual compensation that is generally paid out in cash in 12 equal installments within a calendar year.

b) Fringe benefits

Fringe benefits mainly include costs for health screening and various insurance policies. Each Board of Management member has also been allocated a budget for a company car, including a driver, for business and a reasonable amount of private use. In addition, the company covers the one-time cost of security installations at each member's private residence or temporary relocation and rental costs. Any indemnity payments to new Board of Management members for variable compensation forfeited on termination of previous employment also constitute fringe benefits.

c) Pension entitlement/installment

Members of the Board of Management appointed after January 1, 2020, are not granted benefits under the company pension plan but instead receive an earmarked amount known as a pension installment, which is paid out directly in a lump sum. The pension installment can amount to between 30 % and 40 % of individual base compensation. This enables Bayer to avoid all the interest-rate and biometric risks involved in financing a pension entitlement. It also eliminates the complex actuarial calculations and administrative procedures involved. The Board of Management members are responsible for managing the financing of their pension arrangements. The pension installment is not included in the basis for calculating the variable compensation components.

Members of the Board of Management appointed prior to January 1, 2020, retain their contribution-based pension entitlements. For these Board of Management members, Bayer provides a hypothetical annual contribution that comprises a basic contribution as well as an additional contribution that is several times the member's personal contribution. The total annual contribution is converted into a pension component according to the annuity table for the applicable tariff of the Rheinische Pensionskasse VVaG pension fund. The annual pension entitlement upon retirement is the total amount of the accumulated pension components including an investment bonus, the amount of which is determined annually based on the net return on the assets of the Rheinische Pensionskasse VVaG minus the minimum return on the contributions that is guaranteed under the tariff and approved by the German Financial Supervisory Authority (BaFin). The individual pension entitlements agreed upon prior to January 1, 2020, are detailed in the Compensation Report.

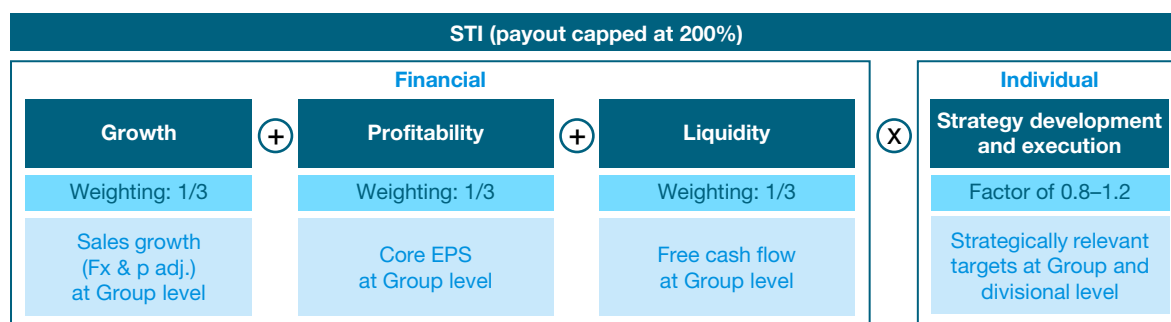
6.2 Variable compensation

The variable compensation for the members of the Board of Management of Bayer AG is designed to provide the right incentives for them to act in accordance with the company's strategic alignment and in the interests of stockholders and other stakeholders, as well as to sustainably achieve operational and long-term goals. The level of variable compensation is primarily determined by the economic development of the Bayer Group and takes the performance of the Board of Management members into account. In this respect the Supervisory Board follows a consistent "pay for performance" approach. The short- and long-term variable compensation differ in terms of the performance periods and the performance criteria on which the payouts are based. In selecting the performance criteria, the Supervisory Board has taken care to ensure that they are clearly measurable and strategically relevant. The financial performance criteria are entirely based on performance indicators that are regularly used to steer Bayer's business. Taking into account a number of different performance indicators, and the interplay between them, enables us to comprehensively track the company's financial success.

a) Short-term variable cash compensation (STI)

The STI depends on the success of the business in the respective year. Our compensation system incentivizes operational success in the form of profitable growth, with a focus on increasing cash flow and, in turn, the dividend potential. In addition, strategy development and execution are evaluated as part of a multiplicative factor that allows additional financial and, in particular, nonfinancial targets (e.g., ESG) to be set. The level of the STI payout is based on each member's contractually agreed target amount, the target attainment for the three financial components, and the factor for strategy development and execution. Depending on how well the company performs, target attainment for the three equally weighted financial components may vary between 0 % and 200 %. The factor for strategy development and execution ranges from 0.8 to 1.2. The graphic below shows the components of the STI and how it functions.

Components of Short-Term Variable Cash Compensation (STI)



Financial components

The aspects of growth, profitability and liquidity reflected in the STI are measured using the financial performance criteria explained in the table below. The Supervisory Board may replace any of the financial performance criteria, and the measurement thereof, with other financial performance criteria provided that the new criteria are more suitable for company steering and Bayer's long-term development, particularly in terms of growth, profitability and liquidity. In the event of such a substitution, the Supervisory Board will transparently disclose the reasoning in the Compensation Report. The replacement may only be decided on before the beginning of the respective fiscal year for which the variable compensation is granted.

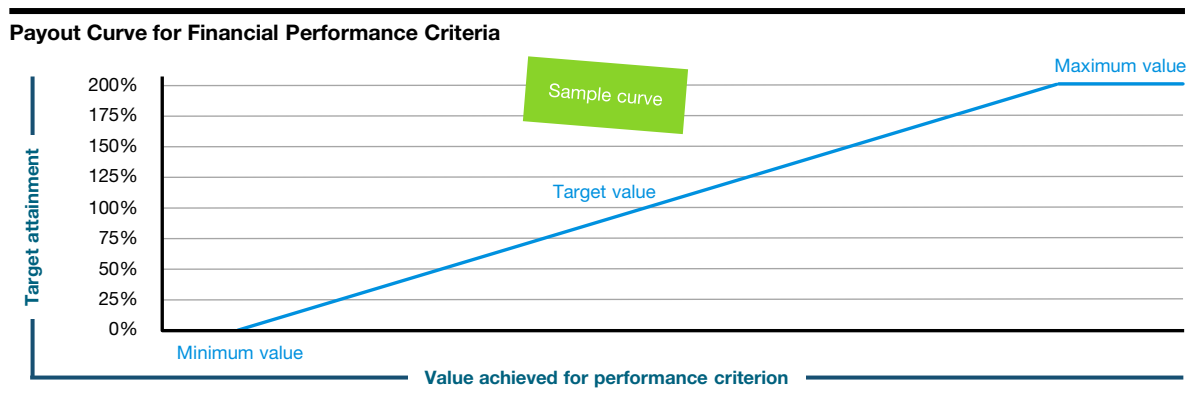
Financial Performance Criteria for Short-Term Variable Cash Compensation

Aspect	Explanation
Growth	<p>// Growth is normally measured in terms of currency- and portfolio-adjusted sales growth at Group level, a metric that is used in the audited and approved consolidated financial statements.</p> <p>// Where necessary, sales growth is adjusted for currency effects and portfolio changes (e.g., acquisitions or divestments), and is thus aligned to organic sales growth. Achieving sustainable sales growth at Group level and in the individual divisions is one of the Bayer Group's overarching objectives.</p>
Profitability	<p>// Profitability is determined on the basis of core earnings per share (core EPS) at Group level. Using core EPS for this component therefore provides specific incentives to raise profitability in the Bayer Group while also encouraging value creation for our stockholders. It is a key metric for Bayer's company steering and capital market communications, and is also reported in the audited and approved consolidated financial statements.</p> <p>// If there is a change in the number of shares on which core EPS is based due to a capital increase or decrease, the Supervisory Board assesses the impact this would have on the STI payout and resolves separately on any adjustments to be made. It is intended that any share buybacks, in particular, shall not affect the core EPS component of target attainment.</p>
Liquidity	<p>// Liquidity is determined by the free cash flow at Group level. Free cash flow is a performance measure based on the operating cash flow from continuing operations according to IAS 7, and is a metric that is used in the audited and approved consolidated financial statements.</p> <p>// Using free cash flow for this component incentivizes an increase in the cash flow available for paying the dividend and reducing debt as well as for capital expenditures and acquisitions, and ensures the Bayer Group's liquidity.</p>

At the start of each fiscal year, the Supervisory Board sets a minimum value, a target value and a maximum value for each of the three financial performance criteria (referred to as benchmarks). The target value is based on Bayer's operational planning and capital market communication for the respective fiscal year. However, the Supervisory Board determines whether it is sufficiently ambitious

and adjusts it if necessary. At the end of each year, the value achieved for the respective performance criterion is compared to the target value previously set for that year. If the target value has been achieved, target attainment is 100 %. If the value achieved is equal to or below the minimum value, target attainment is 0 %. If the maximum value is achieved, target attainment is 200 %. If the maximum value is exceeded, there is no further increase in target attainment.

A sample payout curve is given in the graphic below.



The actual target values, payout curves and target attainment levels for the respective performance criteria are published in our annual Compensation Report.

Strategy development and execution

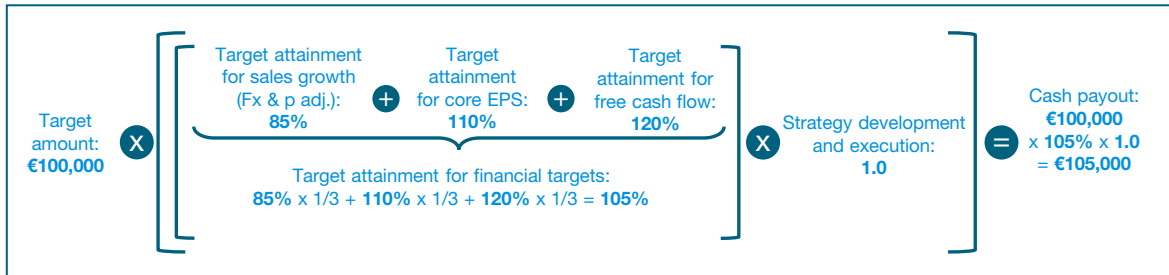
Successful strategy development and execution are measured as part of a multiplicative factor that may also be used to account for the individual performance of the Board of Management members. It involves evaluating the attainment of the targets that were individually agreed with the Board of Management members at the beginning of the year. The target attainment levels for the financial performance criteria are multiplied by the respective factor for each Board of Management member. The factor ranges from 0.8 to 1.2 (i.e., +/-20 %).

The strategy development and execution targets set for each Board of Management member, and the respective target attainment levels, are subsequently disclosed in our annual Compensation Report.

Payment of the short-term variable compensation (STI):

The STI is paid out in cash in April of the following year and is capped at 200 % of the individual target amount. A sample calculation based on hypothetical numbers is given in the graphic below.

Sample Calculation Based on Hypothetical Numbers



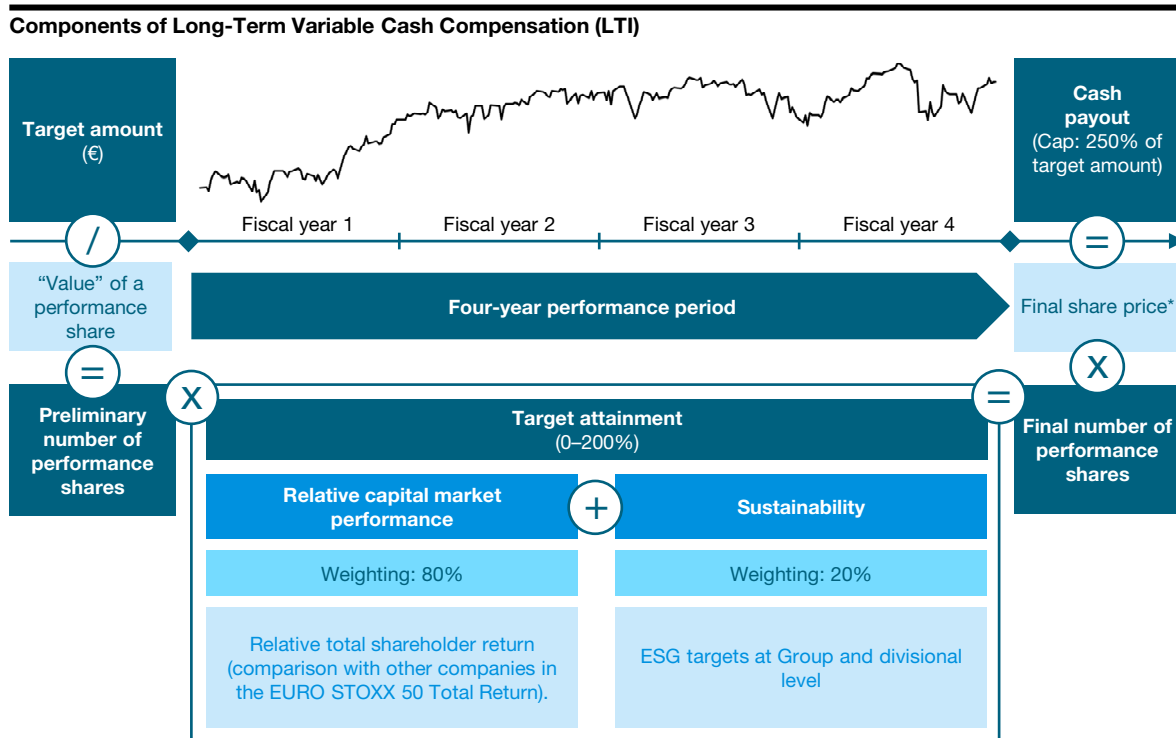
The performance criteria, targets and payout curves do not change over the course of a fiscal year. In accordance with Recommendation G.11 of the German Corporate Governance Code, the Supervisory Board has the possibility to account for extraordinary events or developments to an appropriate extent when establishing STI payouts. Extraordinary developments encompass major, rarely occurring events (such as war, pandemics or other disasters) or material changes within the business (such as corporate acquisitions or divestments) that were not foreseeable at the time the respective targets were established and that materially impact STI payout levels. Generally unfavorable market developments are expressly not regarded as extraordinary developments in this context. The Supervisory Board will transparently disclose any payout adjustments and the underlying reasoning in the Compensation Report.

b) Long-term variable cash compensation (LTI):

Members of the Board of Management are eligible to participate in the annual tranches of the LTI provided that they purchase an individually determined number of Bayer shares as a personal investment and hold them for a specified period of time (see "Share Ownership Guidelines"). The annual tranches are provisionally allocated in the form of performance shares at the beginning of each fiscal year, with a performance period of four years for each tranche. To establish the provisional number of performance shares, a contractually agreed target amount is divided by the value (e.g., fair value according to IFRS 2 or the average price) of a performance share at the time of allocation. The final number of performance shares is determined by multiplying the provisional number of performance

shares by total target attainment, which is derived from weighted target attainment in the two performance criteria relative capital market performance (80 % weighting) and sustainability (20 % weighting) and is capped at 200 %. Depending on how well the company performs, the target attainment levels for the two performance criteria may vary between 0 % and 200 %. Total target attainment of 0 % results in zero performance shares and an LTI payout of zero.

The payout is based on the arithmetic mean of the XETRA closing prices for Bayer stock on the 30 stock exchange trading days immediately preceding the end of the performance period plus the total dividends paid over the four-year performance period (dividend equivalent), multiplied by the final number of performance shares. The dividend equivalent renders the Board of Management “dividend-neutral,” with no financial incentive to keep dividends low. The payout is capped at 250 % of the contractually agreed target amount. The graphic below shows the components of the LTI and how it functions.

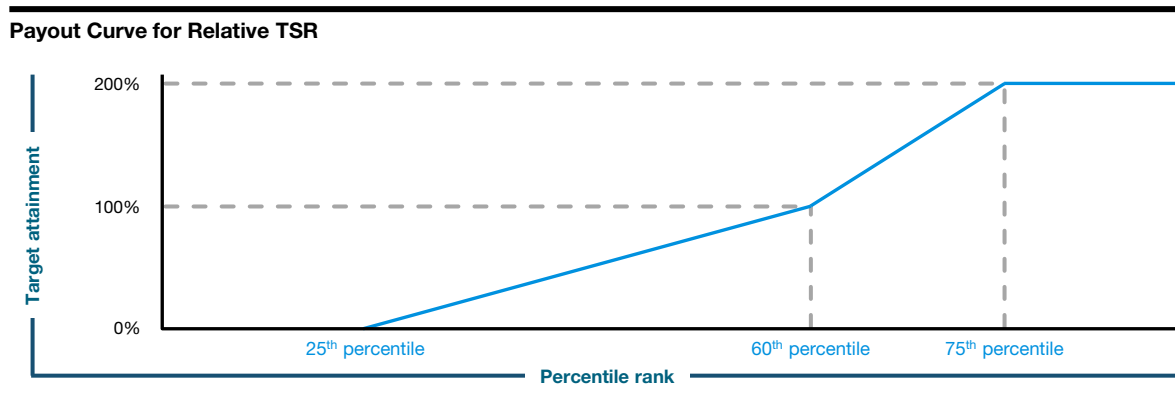


* Arithmetic mean of the XETRA closing prices for Bayer stock on the 30 stock exchange trading days immediately preceding the start of the respective four-year performance period, plus accumulated dividend payments

Relative capital market performance

Relative capital market performance is determined by comparing the development of Bayer's total shareholder return (TSR) with companies of a benchmark index (usually the EURO STOXX 50 Total Return). The TSR shows how Bayer shares performed over the four-year performance period, and

includes the hypothetically reinvested gross dividends during that time. Bayer aims to be an attractive investment target and therefore incentivizes above-average capital market performance, both in absolute terms and relative to the market. The initial and final values for calculating the TSR are based on the arithmetic mean of the XETRA closing prices on the 30 stock exchange trading days immediately preceding the start and the end of the respective four-year performance period. The final value also includes the hypothetically reinvested gross dividends during that time. Target attainment is determined by calculating the TSR values of Bayer and of the individual benchmark companies, sorting them by order of amount, and then expressing their respective positioning as a percentile rank from 0 to 100. If Bayer is below or at the 25th percentile, target attainment is 0 %. If Bayer is ranked at the 60th percentile, meaning the company's TSR is higher than 60 % of companies in the benchmark index, target attainment is 100 %. If Bayer's TSR lies at the 75th percentile, target attainment is 200 %. Percentile ranks above this level do not result in higher target attainment (cap). Target attainment values between these points are determined through linear interpolation. The payout curve is shown in the graphic below.



The target attainment for each tranche is published subsequently in our annual Compensation Report.



Sustainability

We embrace sustainability in our activities, helping to safeguard our future social and economic viability. As a leader in nutrition and health, we aim to play our part in overcoming some of the world's biggest challenges by leveraging our innovative products and services. These include combating hunger and improving healthcare, as well as taking measures to reduce our carbon footprint. Our sustainability targets take into account the impact of our business activities on social and environmental issues. At the beginning of each tranche, the Supervisory Board defines sustainability targets for the respective

four-year performance period that are measurable and in line with our strategy. In setting the sustainability targets, the Supervisory Board takes care to ensure that they are aligned with the Sustainable Development Goals (SDGs) of the United Nations, and are also in step with international best practice, such as the Science Based Targets initiative, with respect to how they are determined, measured and reviewed. Furthermore, they are an integral part of the business strategy, providing access to new customer groups and contributing to greater supply security, for example.

At the start of each tranche, the Supervisory Board sets a minimum value, a target value and a maximum value for the individual sustainability targets. If the target value is achieved, target attainment is 100 %. If the value achieved is below the minimum value, target attainment is 0 %. If the maximum value is reached or exceeded, target attainment is 200 %.

The sustainability targets for the 2024 to 2027 LTI tranche are shown in the graphic below:

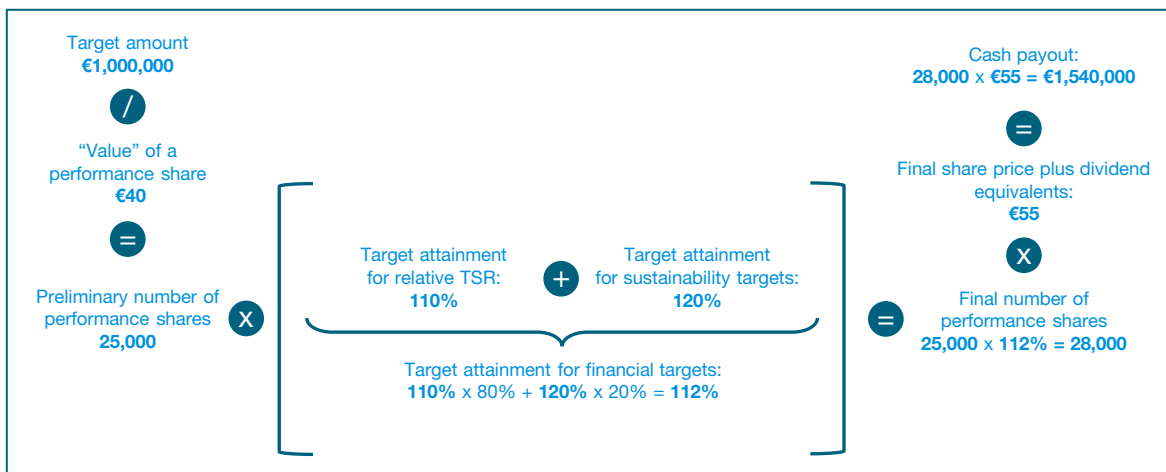
Sustainability Targets for 2024–2027 Tranche	
	
Reduction in ...	Number of ...
Scope 1 and 2 greenhouse gas emissions	... smallholder farmers supported in low- and middle-income countries
Scope 3 greenhouse gas emissions from relevant categories	... people supported with self-care in underserved communities
	... women in low- and middle-income countries with access to modern contraception

The actual sustainability targets, the respective targets and the target attainment levels are published subsequently in our annual Compensation Report.

Payment of the long-term variable cash compensation (LTI)

Payment is made in cash on the earliest possible date after the end of the four-year performance period and is capped at 250 % of the individual target amount. A sample calculation based on hypothetical numbers is given in the graphic below.

Sample Calculation Using Hypothetical Figures



6.3 Malus and clawback provisions for variable compensation

In the event of gross misconduct and misrepresentation in reporting, the Supervisory Board may withhold STI and LTI payments (malus) or – if they have already been effected – require their repayment to the company (clawback). In the event that a Board of Management member violates a substantial duty of care, significant obligations under his or her service contract, or other important operating principles such as those prescribed by the Code of Conduct for Members of the Board of Management or the Corporate Compliance Policy, the Supervisory Board may, in the proper exercise of its discretion, withhold all or part of the variable compensation that has not yet been paid out (malus). In addition, the Supervisory Board may, in the proper exercise of its discretion, require that all or part of any gross amount that has already been paid out be repaid to the company (clawback).

Moreover, the members of the Board of Management are required to repay any variable compensation already paid out if it is subsequently established that the audited and approved consolidated financial statements on which the calculation of the payout was based were defective. This applies even if the defectiveness of the consolidated financial statements is not attributable to any fault on the part of the members of the Board of Management.

Irrespective of the above, a legal basis also exists for payment reductions or regress in the event of a damaging breach of duty by members of the Board of Management.

6.4 Share Ownership Guidelines

The Bayer Share Ownership Guidelines form an integral part of the compensation system, serving to ensure alignment between Board of Management and stockholder interests as well as to promote sustainable development. Under the Bayer Share Ownership Guidelines, members of the Board of Management are required to build substantial positions in Bayer shares within four years of joining the Board. The Chairman (CEO) must purchase shares to the value of 200 % of base compensation, while the other Board of Management members must purchase shares to the value of 100 % of their respective base compensation. They must retain these shares for the remainder of their service on the Board of Management, and for two years thereafter. If they cannot provide evidence of this share ownership, they will not be entitled to payment of the LTI. The performance shares allocated as part of the LTI do not count toward the number of Bayer shares to be purchased under the Share Ownership Guidelines.

6.5 Contract durations and entitlements upon termination of service on the Board of Management

In appointing members to the Board of Management and determining the durations of their service contracts, the Supervisory Board observes the requirements of Section 84 of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code. Members of the Board of Management are generally appointed for an initial term of office of three years under a three-year service contract. Subsequent reappointments/contract extensions are for maximum further terms of five years each, although Bayer generally only extends appointments and contracts by a maximum of four years at a time.

Payments of variable compensation for active Board of Management service are made on the dates and at the conditions originally agreed, including when a Board of Management contract is terminated early. Payments are not brought forward. In line with the recommendations of the German Corporate Governance Code, the service contracts of the members of the Board of Management contain the provision that payments upon termination of service shall not exceed twice the annual compensation or the compensation amount for the remaining term of the contract if this is lower (severance cap).

a) Change of control

To ensure their independence, members of the Board of Management are also entitled to a severance payment in the event of a change of control as defined in the German Securities Acquisition and

Takeover Act. This payment must not exceed the above-mentioned severance cap or the compensation for the remaining term of the respective contract. The entitlement to a severance payment only arises if the service contract is terminated by mutual agreement at the company's instigation or if the position of the Board of Management member is significantly affected by the change of control and he or she gives notice of termination within 12 months of the date of the change of control.

In these cases, members of the Board of Management are entitled to a severance payment of 250 % of annual base compensation, though this must not exceed the compensation for the remaining term of the respective contract. This entitlement does not exist if termination takes place for cause as defined in Section 626 of the German Civil Code.

b) Post-contractual noncompete agreements

Post-contractual noncompete agreements are in place with the members of the Board of Management, providing for indemnity payments to be made by the company for the two-year noncompete period. The indemnity payment for each of the two years amounts to 100 % of a member's average base compensation for the 12 months preceding his or her departure. Any severance payments are deducted from the indemnity payment. Upon contract termination, the company may waive the post-contractual noncompete agreement, in which case no indemnity is paid.

c) Unfitness for work

In the event of temporary unfitness for work, members of the Board of Management continue to receive their contractually agreed compensation. If a Board of Management member has been continuously unfit for work for at least 18 months and is likely to be permanently incapable of fully performing his or her duties (permanent incapacity to work), Bayer may terminate his or her service contract early.

6.6 Payment for service on governance bodies

Any compensation a member of the Board of Management receives for service on the supervisory board of a Bayer Group company is deducted from his or her base compensation. Where a member of the Board of Management serves on the supervisory board of a company outside the Bayer Group, the Supervisory Board of Bayer AG decides whether and to what extent a deduction is made.

7. Procedure for setting, implementing and reviewing Board of Management compensation

The Supervisory Board sets the Board of Management's compensation pursuant to Section 87, Paragraph 1 of the German Stock Corporation Act (AktG). In doing so, the Supervisory Board is supported by its Human Resources and Compensation Committee, which develops recommendations for the Board of Management compensation system that are discussed and resolved upon by the full Supervisory Board. The Supervisory Board may seek advice from external consultants, with care being taken to ensure their independence.

To avoid potential conflicts of interest, the members of the Supervisory Board and of all committees are required to declare any conflict of interest to the Supervisory Board. In the event of a conflict of interest, the member concerned does not participate in the resolutions on the relevant agenda items at the meetings of the Supervisory Board or the respective committees. Where a conflict of interest is significant and not only temporary, membership of the Supervisory Board will be terminated.

7.1 Review of the compensation system

The Human Resources and Compensation Committee prepares the Supervisory Board's regular review of the Board of Management compensation system. Where necessary, it provides recommendations to the Supervisory Board on changes to be made. The compensation system is submitted to the Annual Stockholders' Meeting for approval whenever significant changes are made or at least every four years. If the Annual Stockholders' Meeting does not approve the proposed system, a revised compensation system shall be presented for approval at the subsequent Annual Stockholders' Meeting at the latest.

7.2 Setting compensation levels

The Supervisory Board sets the target compensation levels for the members of the Board of Management at the beginning of each year. The Supervisory Board places importance on ensuring that Board of Management members receive an appropriate level of compensation overall. Appropriateness in this context involves taking into account the levels of management board compensation at comparable companies in terms of size, industry and country. Furthermore, the compensation levels of the individual Board of Management members reflect their areas of responsibility and the required range of experience, as well as their tasks and performance.

The Supervisory Board reviews the appropriateness of Board of Management compensation levels on an annual basis. For this purpose, the Human Resources and Compensation Committee conducts external benchmarking and, where adjustments are required, drafts a resolution to be voted on by the full Supervisory Board. The development of compensation compared with the workforce is also taken into consideration.

a) External comparison of compensation

The DAX companies serve as a benchmark when setting compensation levels. Based on the size of the Bayer Group in terms of sales, employee numbers and market capitalization, the aim is to position Bayer among the top third of DAX companies with respect to total compensation. Selected international competitors are also taken into account as an additional market benchmark, the composition of which is published in the Compensation Report. Reviewing compensation levels annually and taking into account the size of our company over time ensures that the compensation our Board of Management members receive is in line with market rates and appropriately reflects the company's positioning. The Supervisory Board aims to offer Board of Management members a competitive compensation package that is in line with market rates while remaining within the regulatory framework.

b) Development of compensation vs. workforce

In setting Board of Management compensation, the Supervisory Board also undertakes a vertical comparison against the company's internal compensation structure and looks at the relation between Board of Management compensation and that of senior managers and other employees in Germany over time.

7.3 Temporary deviations from the compensation system

In the event of extraordinary developments and in accordance with Section 87a, Paragraph 2, Sentence 2 of the German Stock Corporation Act, there may in certain cases be temporary deviations from individual elements of the compensation system described above if this is necessary for the long-term good of the company. Unfavorable market developments are expressly not regarded as extraordinary developments that would permit a temporary deviation from the compensation system. In the event of a deviation, compensation must continue to be aligned to Bayer's long-term, sustainable development.

Temporary deviations from the compensation system require a corresponding proposal by the Human Resources and Compensation Committee and a corresponding resolution by the Supervisory Board.

A temporary deviation from the compensation system is possible with respect to the composition of the individual compensation components and compensation structure. If the incentive effect of compensation cannot be adequately restored by adjusting existing compensation components, the Supervisory Board is authorized to temporarily grant additional compensation components or replace individual compensation components with other compensation components. Moreover, the position-building phase under the Share Ownership Guidelines may be temporarily suspended if there is a potential risk of insider trading.

We shall provide information on any temporary deviations from the compensation system in the Compensation Report for the fiscal year in question. This will include an explanation of why the deviations were necessary and the specific components of the compensation system they concerned.

Compensation Report on the compensation of the members of the Board of Management and of the Supervisory Board for the fiscal year 2023 (with foreword) including the audit report of the auditor (annex to Agenda Item 6)

Foreword by the Chairman of the Supervisory Board

Dear stockholders,

On behalf of the Supervisory Board of Bayer AG, I am pleased to present our 2023 Compensation Report and updated compensation system proposed for 2024. In this letter I address several key areas of focus for the Supervisory Board and realigned Human Resources and Compensation Committee in relation to the compensation of the Board of Management:

1. Extensive engagement with stockholders and responsive actions taken
2. 2023 pay outcomes and their alignment with company performance
3. Compensation in connection with the appointment of our new CEO
4. Improved compensation system for the Board of Management effective for 2024

Supervisory Board actions responsive to stockholder feedback

Engaging with our stockholders is a top priority for Bayer and the Supervisory Board. We regularly meet with stockholders representing approximately 40% of shares outstanding (which is 59% of shares held by institutional investors) in addition to the normal course, investor relations-driven discussions. As Supervisory Board Chairman, I lead many of these engagements and am grateful for the constructive dialogue with and comprehensive feedback shared by stockholders.

Since the 2022 Annual Stockholders' Meeting, a primary focus for these discussions has been on Board of Management compensation. The 2022 Compensation Report received only 52% support at the Annual Stockholders' Meeting in 2023, and while this was an improvement over the 24% received in the prior year, the Supervisory Board and the Human Resources and Compensation Committee understood that we had more to do to respond to our stockholders.

The feedback from our stockholders is reflected in both the 2023 Compensation Report, which includes enhanced disclosures and payouts reflective of performance, and the go-forward compensation system effective for 2024 subject to stockholder approval. While the views of stockholders varied and were not consistent in all areas, we did our best to reflect consensus feedback in our actions while also making a commitment to transparency around our decision-making processes.

Details on our responsive actions can be found in the table in Section 1.1.2 of the Compensation Report.

2023 performance and alignment with pay outcomes

2023 was a challenging year for Bayer, and we are disappointed with how our company performed overall. The Crop Science Division experienced significant headwinds due to declines for glyphosate-based products. The Pharmaceuticals Division saw declines due to an unfavorable product mix and pricing pressure from generics. Conversely, the Consumer Health Division, despite unfavorable market

dynamics, performed well against its peers, through improving operating efficiencies and price management efforts.

The compensation system ensures the alignment of incentive payouts with overall company and divisional performance while also reflecting the stockholder experience. This is evidenced by pay outcomes for 2023 being well below target as the company did not meet the ambitious goals set by the Supervisory Board at the beginning of the respective performance periods:

- For the short-term incentive (STI), average target attainment was 12.8%, compared with 129.5% in 2022. This is based on the below-target attainment levels for all three equally weighted components of the STI. Core earnings per share, which came in at €6.39 reflecting Bayer's operational performance, resulted in below-target attainment of 0%. Free cash flow was €1,311 million, in line with our updated guidance, but missed the stretched incentive goal and resulted in attainment of 0%. Finally, the Crop Science, Pharmaceutical and Consumer Health divisional components, which are based on EBITDA margin and sales growth, resulted in attainment levels of 0.0%, 35.0% and 101.5%, respectively.
- For the long-term incentive (LTI), the first tranche of the four-year performance period of the Aspire 3.0 granted in 2020 was earned substantially below target at 13.15%, reflecting Bayer's disappointing stock performance during the period January 1, 2020, to December 31, 2023, both in absolute terms and relative to the EURO STOXX 50 Total Return.

Average direct compensation awarded to the Board of Management in 2023 amounted to 13.0% of target direct compensation, compared with 87% in 2022 and 92% in 2021, demonstrating strong alignment between pay and company performance.

Compensation in connection with the appointment of our new CEO

Appointing a new CEO was a top priority of the Supervisory Board in 2023, and it was a task that we undertook acknowledging stockholder calls for a change in strategy and leadership. We are incredibly pleased to have Bill Anderson as our CEO leading us forward as we embark on a refreshed strategy that best leverages the tremendous assets of Bayer to drive better performance and overcome our recent challenges. When approving Bill Anderson's compensation package, the Supervisory Board

considered the highly competitive global talent environment, the need for a competitive compensation level that at least reflected what he received at his previous employer, and a structure that incentivizes performance and aligns to the stockholder experience. In connection with his hire, Bill Anderson was granted a payment as partial reimbursement for equity he was required to forfeit from his previous employer, and was eligible to participate in our incentive programs for 2023 under the performance requirements set forth at the beginning of the year (resulting in a below-target STI payout). He was not granted any other one-time incentives.

The Supervisory Board thanks our former CEO, Werner Baumann, for his many years of service with Bayer. Werner Baumann is being compensated for the remaining term of his contract (until April 2024) in line with his service contract provisions. Beyond that, no additional compensation was paid to Werner Baumann, and his outstanding LTI tranches are not subject to accelerated vesting or early payment and will be earned only if the original performance criteria are met. While these three LTI tranches ultimately may not pay out, the fair value of the outstanding tranches must be reported as a lump sum in this year's tables based on accounting rules.

Improved compensation system for the Board of Management

The Supervisory Board and Human Resources and Compensation Committee have developed an improved Board of Management compensation system that is responsive to stockholder feedback, including structural amendments to simplify the system and ensure that compensation decisions are more closely aligned to company performance and the stockholder experience. Key changes include:

- Within the STI
 - Litigation-related expenses will no longer be excluded from the calculation of free cash flow and ultimate payout.
 - Metrics align to our go-forward strategic priorities to ensure we're incentivizing the right levers to drive performance.
 - Targets set at the beginning of each performance period will align to our capital market guidance (where applicable).
 - The Supervisory Board will have a limited ability to adjust final payouts for extraordinary events.

- Within the LTI
 - Greater alignment to long-term stockholder value creation by doubling the proportion of LTI opportunity linked to relative total shareholder return (TSR) from 40% to 80%
 - The relative TSR metric will now require meaningful outperformance at the 60th percentile of the benchmark index companies to achieve target payout.
 - Sustainability targets will continue to be weighted at 20% of the LTI.

The updated compensation system will be presented for stockholder approval at the 2024 Annual Stockholders' Meeting. A detailed description of the system, including the changes compared with the previous system, are included in the Notice of the Annual Stockholders' Meeting. While the compensation system is typically in place for four years, the Supervisory Board will review it mid-cycle to ensure it is working as intended.

Conclusion

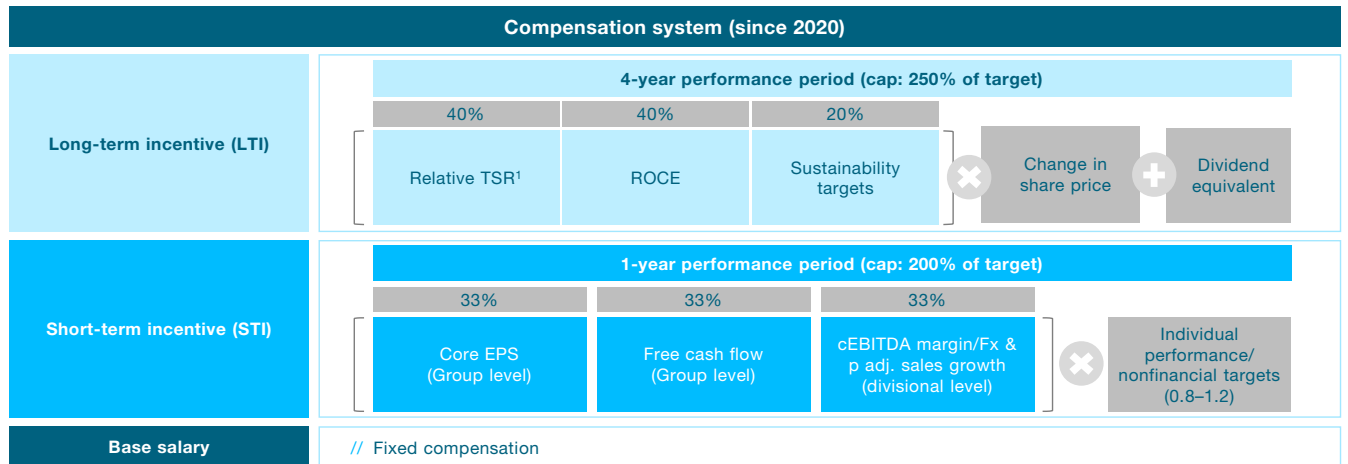
The Supervisory Board has taken significant actions to be responsive to stockholder feedback. These include pay outcomes that align with company performance, enhanced transparency around the compensation process, and a go-forward compensation system that creates further alignment and drives the right incentives for our current Board of Management.

On behalf of the Supervisory Board, I'd like to express our appreciation for your support for the 2023 Compensation Report and go-forward compensation system to be presented at the Annual Stockholders' Meeting on April 26, 2024. Additional information on these and other compensation-related topics can be found in the 2023 Compensation Report and in the Notice of the Annual Stockholders' Meeting for 2024.

Prof. Dr. Norbert Winkeljohann
Chairman of the Supervisory Board

Overview of compensation in 2023

Executive Summary



¹ Total shareholder return relative to the EURO STOXX 50 TR benchmark index

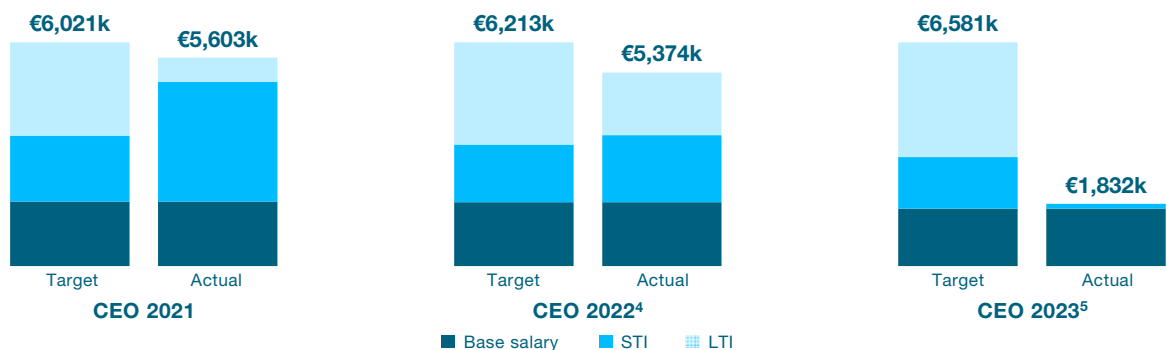
Actual performance against 2023 targets²

Short-term incentive (STI)			Long-term incentive (LTI)		
	target	attained/max		target	attained/max
Core EPS:		0/200	Relative TSR factor:		0/200
Free cash flow:		0/200	ROCE factor:		0/200
cEBITDA margin/ Fx & p adj. sales growth:		26/200	Share price development:		-45%
Performance factor:		110/120	Accumulated dividends per share:		€9.20
Total:		10/200	Total:		13/250
CEO payout (€m):		0.1/3.2	CEO payout (€m):		0/8.4

² For definition and information on target attainment, see Chapter 1.3.2. For individual target attainment (performance factor) and target attainment at divisional level (cEBITDA margin/Fx & p adj. sales growth), the CEO, Bill Anderson, is shown (rounded). Bill Anderson is not eligible for a payment for the recently vested LTI period 2020 to 2023.

CEO compensation 2021–2023

The following graphic shows the target compensation and the compensation payout (base salary and variable compensation)³ for the CEO:



³ Excluding fringe benefits and pension installment/service cost. For definition and components of the compensation paid out, see Chapter 1.3.

⁴ Taking into account stockholder feedback, the Supervisory Board, in agreement with the CEO, reduced the individual performance factor of the STI for 2022 by 14 percentage points.

⁵ Bill Anderson as of April 1, 2023 (CEO since June 1)

1. Compensation of the Board of Management

The Compensation Report produced by the Board of Management and the Supervisory Board of Bayer Aktiengesellschaft (Bayer AG) outlines the essential features of the compensation packages for the members of the Board of Management and the Supervisory Board of Bayer AG and provides information on the compensation awarded and due to each current and former member of the Board of Management and the Supervisory Board in 2023. Awarded compensation encompasses compensation for services that have been fully rendered once the fiscal year ends. The report thus complies with the regulatory requirements of Section 162 of the German Stock Corporation Act (AktG) and the recommendations and suggestions in the April 28, 2022, version of the German Corporate Governance Code. The Guidelines for Sustainable Management Board Remuneration Systems, which were most recently updated in September 2021, are also taken into account.

Pursuant to the stipulations of Section 120a, Paragraph 4 of the AktG, we will propose that the Annual Stockholders' Meeting to be held on April 26, 2024, resolve on the approval of the prepared and audited Compensation Report.

1.1 Review of 2023

1.1.1 Performance in 2023

Sales of the Bayer Group declined to €47,637 million in 2023. Sales at Crop Science fell significantly against the strong prior year (Fx & portfolio adj. $-3.8\%^1$), primarily due to the decline in prices for our glyphosate-based products. Sales at Pharmaceuticals were level with the previous year (Fx & portfolio adj. $-1.0\%^1$). Significant gains for our new products Nubeqa™ and Kerendia™ and continued sales growth for Eylea™ and our Radiology business were mainly offset by declines in China. Consumer Health posted an increase in sales (Fx & portfolio adj. $+5.8\%^1$), largely thanks to strong performance in the Dermatology and Pain & Cardio categories.

¹ Due to the hyperinflation-related growth in Argentina and Turkey, currency- and portfolio-adjusted sales growth was adjusted by minus 0.1 percentage points for Crop Science, minus 0.7 percentage points for Pharmaceuticals and minus 0.5 percentage points for Consumer Health when determining target attainment.

EBITDA before special items of the Bayer Group fell to €11,706 million, while the EBITDA margin before special items decreased from 26.6% in 2022 to 24.6% in 2023. Crop Science registered a drop in EBITDA before special items (EBITDA margin before special items: 21.7%) that was largely due to the decline in prices for our glyphosate-based products. Earnings were also diminished by a mainly inflation-related increase in the cost of goods sold. Pharmaceuticals likewise recorded a decrease in EBITDA before special items (EBITDA margin before special items: 28.7%). This was primarily attributable to an unfavorable product mix, inflation-driven cost increases, and R&D investments. Consumer Health posted an increase in EBITDA before special items (EBITDA margin before special items: 23.4%), mainly driven by our multi-year efficiency program, price management efforts and sustained sales growth.

Core earnings per share decreased year on year to €6.39 due to the decline in earnings in the Crop Science and Pharmaceuticals divisions. Incentivized free cash flow in 2023 came in below target at €3.4 billion, resulting in a target attainment level of 0%. This was partly due to the aforementioned decline in earnings in our core business.

1.1.2 Response to the vote on the 2022 Compensation Report at the 2023 Annual Stockholders' Meeting

In 2020, the compensation system for the members of the Board of Management was presented to the Annual Stockholders' Meeting and approved by a large majority (94.02%) of investors. However, the 2021 Compensation Report was endorsed by only 24.11% of the participating stockholders when it was submitted to a vote at the 2022 Annual Stockholders' Meeting. The 2022 Compensation Report was presented to the Annual Stockholders' Meeting on April 28, 2023, and approved by 52.33% of the eligible votes.

The table below outlines the concerns expressed by our stockholders during engagement and how they were accounted for when preparing this Compensation Report, along with the compensation-related decisions taken by the Supervisory Board in 2023:

Investor Focus Areas and Actions Taken in Response

Area of focus	Investor feedback and Bayer's responsive actions
Litigation impact on free cash flow metric	<p>Stockholders voiced concerns that litigation payments were excluded from the calculation of free cash flow for compensation purposes.</p> <p>// Under the compensation system approved in 2020, litigation-related payments were excluded from consideration under the definition of the free cash flow component.</p> <p>// Under the updated compensation system for 2024, the free cash flow metric in the STI will not be adjusted for payments in connection with litigation and will align with values published in the Annual Report.</p>
Alignment of compensation system with go-forward strategy	<p>Some stockholders shared that the updated compensation system should align to the go-forward strategic priorities of the new CEO.</p> <p>// Metrics within the updated compensation system for 2024 will align to the go-forward strategy, with a focus on debt reduction, sales growth and strategy execution in the STI. In addition, the weighting of relative TSR in the LTI will increase from 40% to 80% to align with the focus on improving the share price.</p>
Target setting	<p>Some stockholders would like targets to be ambitious, simple to understand, and aligned with external guidance.</p> <p>// As previously committed in 2023, targets will be robust and aligned to capital market guidance (where applicable).</p>
Extraordinary events	<p>Some stockholders indicated that the Supervisory Board should be able to adjust payouts in the case of extraordinary events, which is not permitted in the current system.</p> <p>// Within the updated compensation system for 2024, the Supervisory Board will have a limited ability to adjust STI payouts for extraordinary events in line with Recommendation G.11 of the German Corporate Governance Code in a situation where calculated payouts do not align with performance (e.g., war, pandemics or other disasters). The rationale for any adjustment will be transparently disclosed.</p>
Long-term stockholder alignment	<p>Some stockholders sought increased alignment of performance measures with the long-term stockholder experience, including a more ambitious target attainment level for the relative TSR metric.</p> <p>// In the updated compensation system for 2024, the proportion of LTI payout linked to relative TSR will increase from 40% to 80% to emphasize alignment with long-term stockholder value creation and focus on improving the share price.</p> <p>// In addition, the relative TSR metric will now require outperformance of the benchmark index at the 60th percentile to achieve target payout.</p>
Focus on ESG	<p>Some stockholders sought assurance that ESG would remain a focus in the compensation system.</p> <p>// The updated compensation system for 2024 will continue to include sustainability targets weighted as 20% of the LTI.</p>
Compensation for outgoing CEO	<p>Some stockholders expressed concern that former CEO Werner Baumann would receive inflated compensation related to his departure from Bayer.</p> <p>// Werner Baumann is being compensated for the remaining term of his contract. Beyond that, he received no additional compensation. The value of Werner Baumann's payout in 2023 reflects our contractual obligations, standard market practice and the recommendations of the German Corporate Governance Code, associated with his salary for the remainder of the term of his contract (through to April 30, 2024).</p> <p>// His outstanding LTI tranches are not subject to accelerated vesting or early payment and are subject to their original performance conditions. These LTI awards will be earned and paid out only if the performance criteria is met. However, the fair value must be reported in 2023 as a lump sum based on accounting rules regardless of whether the LTI awards are ultimately earned based on performance.</p>

1.1.3 Personnel changes on the Board of Management

At its meeting on February 8, 2023, the Supervisory Board of Bayer AG unanimously appointed Bill Anderson to become Chairman of the Board of Management (CEO) of Bayer, effective June 1, 2023. He joined Bayer as a member of the Board of Management on April 1, 2023. Werner Baumann and the Supervisory Board had previously agreed to prematurely terminate Baumann's contract as a member and Chairman of the Board of Management (CEO) of Bayer AG, which had originally been scheduled to end on April 30, 2024. His service contract and term of office ended by mutual agreement on May 31, 2023.

At its meeting on August 21, 2023, the Supervisory Board of Bayer AG unanimously appointed Heike Prinz to become a member of the company's Board of Management, as well as Chief Talent Officer and Labor Director, effective September 1, 2023. Sarena Lin and the Supervisory Board had previously agreed not to extend Lin's contract as a member of the Board of Management beyond January 31, 2024. Her term of office ended by mutual agreement on August 31, 2023.

1.2 Design of Board of Management compensation

The Supervisory Board sets the Board of Management's compensation pursuant to Section 87, Paragraph 1 of the AktG. The current compensation system for the Board of Management of Bayer AG applies in the version approved by a large majority (94.02%) at the Annual Stockholders' Meeting on April 28, 2020. The compensation system is submitted to the Annual Stockholders' Meeting for approval whenever significant changes are made to this system, or at least every four years. As such, a new compensation system will be presented to the Annual Stockholders' Meeting on April 26, 2024.

The Supervisory Board applies the following guidelines and principles when designing the compensation system:

C 1.2/1

We ensure ...	We avoid ...
<ul style="list-style-type: none"> ✓ ... that we promote long-term and sustainable performance ✓ ... that we set ambitious and measurable targets ✓ ... that compensation is aligned toward performance and success ✓ ... that the interests of our stakeholders (e.g., stockholders and employees) are fully reflected in compensation ✓ ... that we take regulatory requirements fully into account ✓ ... that we offer appropriate compensation in line with market rates ✓ ... that compensation is capped ✓ ... that we are highly transparent in our compensation reporting 	<ul style="list-style-type: none"> ✗ ... prioritizing short-term success at the expense of long-term performance ✗ ... offering guaranteed variable compensation levels ✗ ... paying special discretionary bonuses ✗ ... neglecting the interests of our stockholders ✗ ... incentivizing inappropriate risks ✗ ... inappropriately high payouts and excessive severance payments ✗ ... retrospectively adjusting targets ✗ ... providing insufficient transparency in our compensation reporting ✗ ... overlapping STI and LTI targets

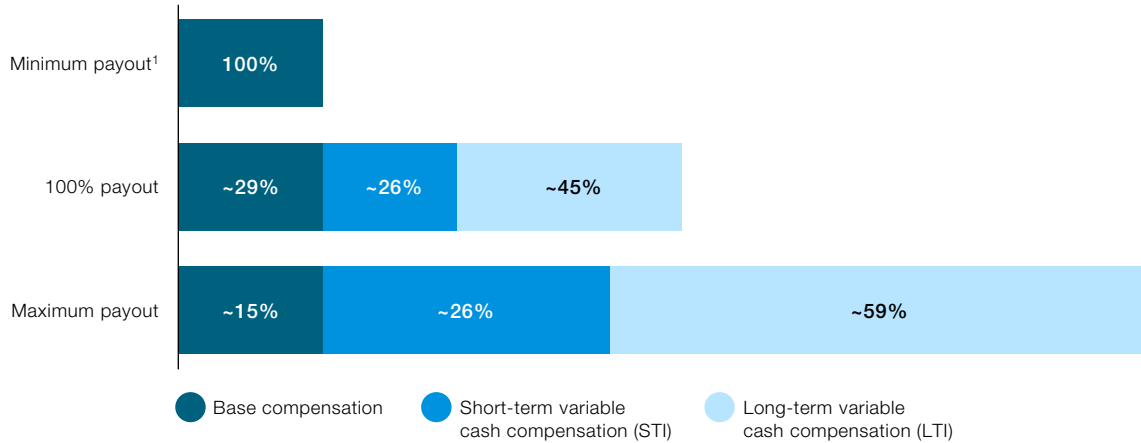
The section below provides an overview of the compensation system in place for the Board of Management. A detailed description of the compensation system can be found at www.bayer.com/cpr and in Chapter 1.3 (Compensation components in detail).

1.2.1 Design of compensation system

The total compensation of the members of the Board of Management of Bayer AG comprises fixed and variable components. Over 70% of the contractually agreed target direct compensation is performance-based:

C 1.2/2

Design of Board of Management Compensation (Target Direct Compensation)



Scenario ²	Explanation
Minimum payout	STI: 0% of target amount; LTI: 0% of target amount
100% payout	STI: 100% of target amount; LTI: 100% of target amount
Maximum payout	STI: 200% of target amount; LTI: 250% of target amount

¹ For the sake of simplicity, the minimum payout shown here is 100% of base compensation, even though dividends already paid out for each virtual share in the respective four-year LTI performance period would additionally have to be included.

² In isolated cases, the specific, individual compensation structure in a fiscal year may deviate slightly from the structure presented above due to compensation adjustments made during the course of the year.

Board of Management Compensation System for 2023

Compensation component	Design
Base compensation	// Fixed, contractually agreed compensation // Paid out in monthly installments
Short-term variable cash compensation (STI)	The payout after one year is calculated based on the target amount at the end of the year according to the following parameters: // 1/3 weighting: core EPS at Group level // 1/3 weighting: free cash flow at Group level // 1/3 weighting: clean EBITDA margin and sales growth (Fx & p adj. ¹) at divisional level // Individual performance factor (0.8 – 1.2) as a multiplier // Payout capped at 200% of individual target amount
Long-term variable cash compensation (LTI)	The payout after four years is calculated based on target attainment at the end of the fourth year according to the following parameters: // Absolute performance of Bayer stock // 40% weighting: performance relative to EURO STOXX 50 Total Return // 40% weighting: ROCE at Group level // 20% weighting: sustainability targets (starting with the 2021 tranche) plus dividends paid by Bayer AG over the four-year period for each virtual share conditionally allocated at the beginning of the tranche // Payout capped at 250% of individual target amount
Fringe benefits	// Regular health screening // Insurance policies // Company car with driver/corresponding budget // Security installations at private residence // Reimbursement of work-related moving expenses // Indemnity payments to new members of the Board of Management for variable compensation forfeited on termination of previous employment
Pension entitlements/installment	// Members of the Board of Management newly appointed after January 1, 2020, receive a pension installment calculated as a percentage of their base compensation and paid out directly in a lump sum // Members of the Board of Management appointed prior to January 1, 2020, receive contribution-based pension entitlements
Maximum total compensation	// The maximum total annual compensation paid out for a fiscal year is €12 million for the Chairman of the Board of Management (CEO) and €7.5 million for the other Board of Management members
Malus and clawback	// In the event of gross misconduct or misrepresentation in financial reporting, the Supervisory Board may withhold all or part of the STI and LTI (malus) or require their repayment to the company (clawback)
Share Ownership Guidelines	// Pledge to build a certain position size in Bayer stock by the end of a four-year period // Obligation to retain the shares throughout the period of service on the Board of Management and for two years thereafter
Contract termination	// If the service contract is terminated early – other than for cause – at the company's instigation, a severance payment of up to twice the annual compensation may be made, but this is limited to the compensation for the remaining term of the respective contract // Two-year post-contractual noncompete agreement; indemnity payment in the amount of base compensation, any severance payments are deducted from the indemnity payment
Change of control	// In the event of a change of control, members of the Board of Management are entitled to a severance payment of 250% of annual base compensation if certain narrow conditions are met. The payment is limited in either case to the compensation for the remaining term of the respective contract, capped at twice the annual compensation.

¹ Fx & p adj. = currency- and portfolio-adjusted

1.2.2 Setting compensation levels

The Supervisory Board reviews the individual compensation levels on the basis of the compensation system to ensure that the Board of Management members receive an appropriate level of compensation in line with market rates in the competitive environment. Bayer conducts benchmarking with its comparison groups at least every three years.

External comparison of compensation

The DAX companies, as well as international competitors that are comparable in terms of size and industry, serve as a benchmark when setting compensation levels.

The DAX companies are a suitable primary comparison group, especially in terms of the aspects of size and country. Bayer's economic position is factored in by regularly reviewing the company's relative positioning in the DAX in terms of size as measured by sales, number of employees and market capitalization. On this basis, Bayer aims to ensure its relative positioning within the DAX is in the top third in terms of target total compensation. Reviewing compensation levels and taking into account size criteria over time ensures that the compensation the members of the Board of Management of Bayer AG receive appropriately reflects the company's positioning.

The international comparison group is taken into account as an additional indicator to validate the competitiveness of Board of Management compensation on an international level, too. The international comparison group currently comprises the following companies:

C 1.2/4

International Comparison Group for Board of Management Compensation			
// AstraZeneca	// BASF	// Bristol Myers Squibb	// Corteva
// FMC Corp	// GlaxoSmithKline	// Johnson & Johnson	// Merck & Co.
// Novartis	// Novo Nordisk	// Nutrien	// Pfizer
// Reckitt Benckiser	// Roche	// Sanofi	// Takeda

Development of compensation vs. workforce

In setting Board of Management compensation, the Supervisory Board also takes into account the company's internal compensation structure in Germany. For this purpose, the Supervisory Board compares the average target direct compensation of the Group's Board of Management with the average target direct compensation of various management levels and the workforce as a whole, taking into account both the current ratios and the changes in ratios over time:

- The first management level below the Board of Management
- Managerial employees
- The overall workforce
- Nonmanagerial employees

Outcome of the compensation review in 2023

The Supervisory Board analyzed the current market trend and undertook an external comparison of compensation, but as in the previous year did not resolve to make any compensation adjustments for 2023.

The Supervisory Board set Bill Anderson's target compensation as part of the CEO appointment process. Appointing a new CEO was one of the Supervisory Board's top priorities in 2023, with the decision made following an extensive selection process. In view of the highly competitive environment, especially in the international arena, and the compensation package granted to Anderson by his previous employer, the Supervisory Board firmly believes that offering an attractive compensation package was justified and necessary to attract the right candidate to fill the position of Bayer AG CEO and thus support the company's long-term interests. See the compensation tables in Chapter 3.4 for further details.

1.2.3 Target-setting and attainment process

The Supervisory Board aims to set ambitious yet attainable targets that are in step with the expectations of investors and the capital market.

- The targets used in the short-term incentive program are based on the main KPIs employed to measure the organization's operational success in the current fiscal year.
- The targets used in the long-term incentive system are aimed at incentivizing long-term value creation. Alongside ROCE and ESG-related KPIs, target attainment is largely dependent on the company's absolute share price development relative to the EURO STOXX 50 Total Return, which serves to ensure close alignment between investor interests and management incentivization.

Using the operational planning as a baseline, the Supervisory Board sets a minimum value, a target corridor, a maximum value and additional benchmarks at the start of each fiscal year. When setting the targets, the Supervisory Board takes into account the planning values, along with the following parameters and updated information not already included in the operational planning:

- Market growth forecasts and competition-related information
- Capital market guidance
- Analyst expectations
- Additional factors that could significantly impact the opportunity and risk profile for the fiscal year

At the start of the year, the Supervisory Board also sets nonfinancial Group targets and individual annual targets for each Board of Management member. The target values for these objectives are also determined on the basis of KPIs where possible.

After the year has ended, the Supervisory Board evaluates the performance of the Board of Management members based on the level of target attainment for the individual financial and nonfinancial KPIs. Special factors and significant unplanned and nonrecurring effects are evaluated based on the guidelines in place, ensuring that they are handled consistently when determining target attainment.

Special factors and significant unplanned and nonrecurring effects

Special factors in determining EBITDA before special items and core EPS are described in Chapter 2.3 of the Management Report. In addition, significant unplanned and nonrecurring effects may arise that cannot be planned for with sufficient reliability with respect to their occurrence, timing and magnitude, and that may potentially have a significant impact on operational performance in the performance period. In line with the respective planning assumptions, certain effects can – based on a set catalog of criteria – be excluded from consideration when measuring target attainment, provided they exceed certain thresholds. The Supervisory Board is responsible for making any such decisions.

In 2023, no adjustments were made due to significant unplanned and nonrecurring effects.

1.3 Compensation components in detail

1.3.1 Base compensation

The base compensation is fixed, contractually agreed annual compensation that is paid out in monthly installments within a calendar year. The level of fixed compensation reflects the role on the Board of Management, the area of responsibility and market conditions.

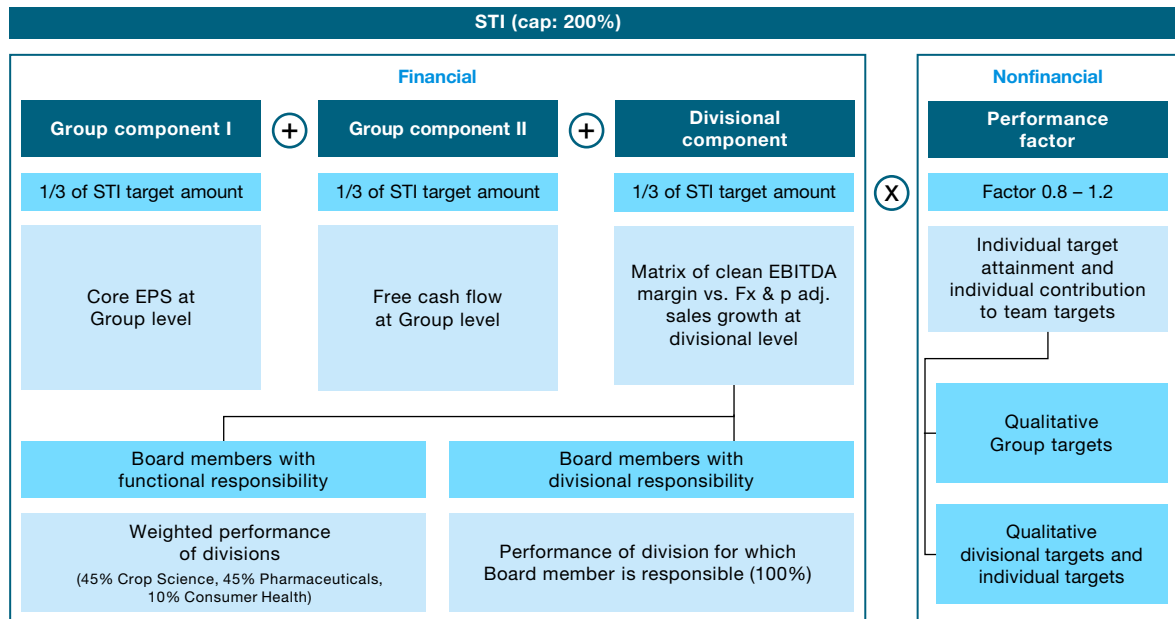
1.3.2 Short-term variable cash compensation (STI) for 2023

The short-term variable cash compensation depends on the success of the business in the respective year. It incentivizes operational success and profitable growth within the defined strategic framework. It also sets targeted incentives to increase profitability (core EPS) and cash flow (free cash flow) development. In addition, the individual performance of the Board of Management members is evaluated using a performance factor that permits the establishment of further targets, particularly nonfinancial ones. The target attainment for the STI depends on the three equally weighted financial components

and the individual performance factor. A cap of 200% is in place for the individual financial target components and for the STI overall. The components of the short-term variable cash compensation are shown in the graphic below

C 1.3/1

Components of Short-Term Variable Cash Compensation (STI)



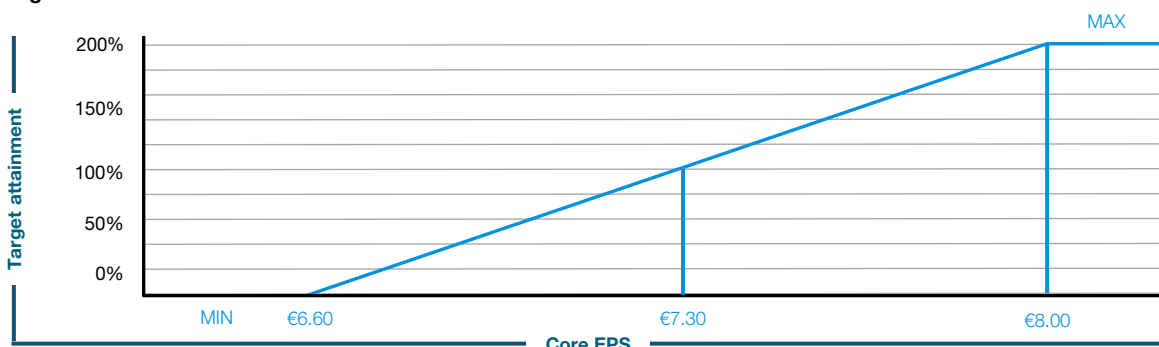
Group component I

Group component I is derived from core earnings per share (core EPS) at Group level. Using core EPS for this component provides specific incentives to raise profitability in the Bayer Group.

The graphic below shows the minimum value, target value and maximum value for core EPS in 2023:

C 1.3/2

Target Attainment Function for Core EPS

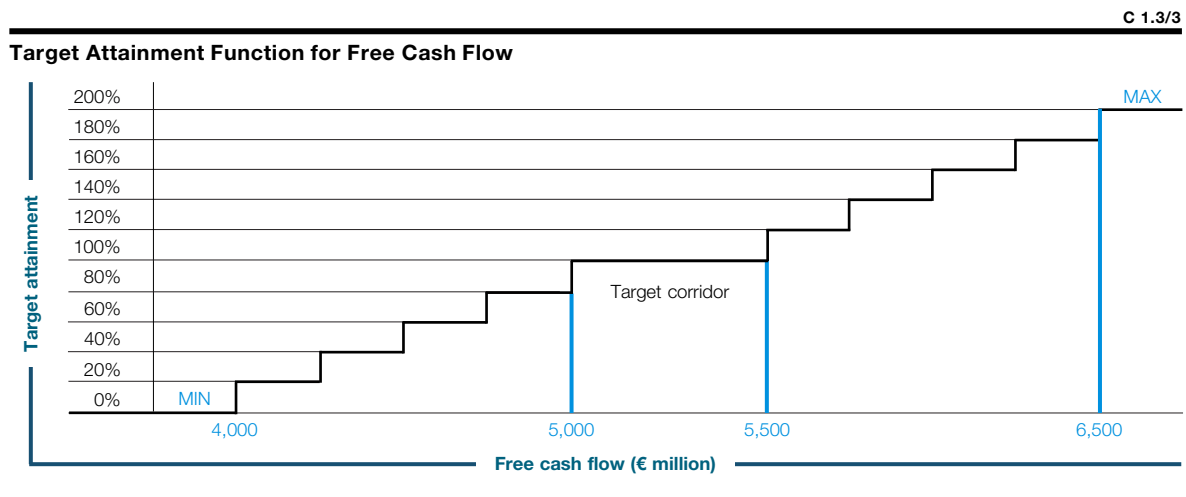


For fiscal 2023, the core EPS target for Group component I was set at €7.30. Actual core EPS came in at €6.39, corresponding to a target attainment level of 0%.

Group component II

Group component II is determined by the free cash flow at Group level. This component is aimed at incentivizing an increase in the cash flow available for paying dividends, reducing debt and making acquisitions, and ensures the Bayer Group's liquidity.

The graphic below shows the minimum value, target corridor and maximum value for the free cash flow in 2023:



Payments in connection with the ongoing liability litigations surrounding glyphosate, dicamba, PCBs and Essure™ are excluded from consideration for compensation purposes when the KPI for the incentivized free cash flow is defined. These payments are therefore irrelevant for setting targets and measuring attainment. For 2023, the target corridor for the incentivized free cash flow was set at €5.0 billion to €5.5 billion. The incentivized free cash flow for 2023 came in at €3.4 billion, meaning that target attainment fell below the minimum threshold and therefore amounted to 0%.

Divisional component

This component is calculated for each division by setting the EBITDA margin before special items against currency- and portfolio-adjusted sales growth in a matrix. Members of the Board of Management with divisional responsibility are assessed solely based on the respective division's performance, while those with functional responsibility are assessed based on the weighted average performance of all divisions. This average performance is determined using the following weightings: 45% Crop Science, 45% Pharmaceuticals and 10% Consumer Health. This matrix serves to specifically incentivize profitable growth in each division. Growth should only be generated while maintaining profitability, and raising profitability in the short term should not be incentivized at the expense of growth. At the end of each year, the EBITDA margin before special items and the currency- and portfolio-adjusted sales growth actually achieved by the individual divisions are compared to the target matrix previously set for that year. Failure to meet one of the two minimum values results in a target attainment level of 0% for the divisional component.

C 1.3/4

STI Payout Matrix for the 2023 Financial Targets of the Divisions

				EBITDA margin before special items					
				Minimum value		Target corridor		Maximum value	
				CS	PH	CH	CS	PH	CH
Sales growth (Fx & p adj.)	Minimum value	0.5%	-1.3%	3.5%	0%	...	50%	...	150%
	Target corridor	3.0%	1.2%	6.0%	50%	...	100%	...	200%
	Maximum value	8.0%	6.2%	11.0%	150%	...	200%	...	200%
	
	

Fx & p adj. = currency- and portfolio-adjusted; CS = Crop Science; PH = Pharmaceuticals; CH = Consumer Health

The currency- and portfolio-adjusted sales growth and the EBITDA margin before special items achieved by the divisions in 2023 are shown below.

Crop Science

- Sales growth vs. 2022 (Fx & portfolio adj.): -3.8%²
- EBITDA margin before special items: 21.7%
- Target attainment amounted to 0.0%.

Pharmaceuticals

- Sales growth vs. 2022 (Fx & portfolio adj.): $-1.0\%^2$
- EBITDA margin before special items: 28.7%
- Target attainment amounted to 35.0%.

Consumer Health

- Sales growth vs. 2022 (Fx & portfolio adj.): $5.8\%^2$
- EBITDA margin before special items: 23.4%
- Target attainment amounted to 101.5%.

² Due to the hyperinflation-related growth in Argentina and Turkey, currency- and portfolio-adjusted sales growth was adjusted by minus 0.1 percentage points for Crop Science, minus 0.7 percentage points for Pharmaceuticals and minus 0.5 percentage points for Consumer Health when determining target attainment.

This resulted in a target attainment level of 25.9% for Board of Management members with functional responsibility.

Performance factor

In addition, team targets are agreed to reflect the collective responsibility of the members of the Board of Management as a governance body. These team targets are based on the Group targets set by the Board of Management for 2023 and approved by the Supervisory Board. For 2023, the team targets were in many cases achieved. The table below provides an overview of the subject areas along with their specific targets and corresponding KPIs.

C 1.3/5

Team Targets for 2023

Subject area

Engage – for a successful performance culture	// Increase employee engagement and promote a performance culture // Improve engagement for employee health and safety, and ensure social acceptance (license to operate) // Promote inclusion and diversity, and implement the I&D plan
Shape – our business and our organizations to seize long-term opportunities	// Strengthen investors' trust and safeguard the company's reputation among key stakeholder groups // Pursue our company purpose by leveraging additional groundbreaking innovations and new technologies // Keep our sustainability pledge to achieve a lasting impact
Perform – and thus keep our pledge and lay the foundation for success	// Maintain a consistent growth narrative through our transformation agenda // Achieve success together with customers, consumers and patients, grow faster than the market and meet our delivery targets // Stabilize and simplify IT systems, and improve user experience

In addition, all members of the Board of Management are set individual targets tailored to their respective areas of responsibility. Target attainment is evaluated individually following the end of the fiscal year.

The attainment levels for the team and individual targets are evaluated by the Supervisory Board. The multiplier applied to the attainment of the financial targets can range from 0.8 to 1.2 for each individual Board of Management member. The table below shows the target attainment levels for 2023.

C 1.3/6

Individual Targets and Attainment for 2023

Board of Management member	Subject areas for individual targets	Target attainment – team and individual targets
Bill Anderson (from April 1, 2023)	// Establish new Dynamic Shared Ownership (DSO) operating model // Ensure effective management of litigations // Establish relationships with investors and provide an outlook // Develop Board of Management and top management as a high-performance team	110%
Werner Baumann (until May 31, 2023)	// Implement the five-point plan for glyphosate // Prepare and support the new CEO during the onboarding phase // Optimally support the Supervisory Board during the transition phase // Actively manage sustainable performance and capital market communication	100%
Sarena Lin (until August 31, 2023)	// Advance the cultural transformation of Bayer // Implement the transformation of HR processes and tools // Advance the strategy and innovation management // Ensure a successful CEO transition	100%
Wolfgang Nickl	// Steer operations to attain financial KPIs and optimize refinancing activities // Improve business-critical areas in the business units and functions // Contribute to effective stockholder engagement and communication // Ensure a successful CEO transition	110%
Stefan Oelrich	// Increase pipeline transparency // Successfully implement the goals of the "True North Now" strategy // Advance the launch of new products // Ensure a successful CEO transition	105%
Heike Prinz (from September 1, 2023)	// Redefine HR fundamentals for DSO // Implement the objectives of the HR transformation // Work closely with the employee representatives // Ensure talent retention and development within the framework of DSO	100%
Rodrigo Santos	// Accelerate growth and investment // Advance digital business models and central innovation projects // Advance sustainability, engagement and capital market communication // Ensure a successful CEO transition	105%
Heiko Schipper	// Successfully implement the "Fit to Win" program // Strengthen the innovation pipeline // Help shape and support corporate initiatives // Ensure a successful CEO transition	110%

Payment of the short-term variable compensation (STI)

The STI is paid out in the following year at the earliest possible opportunity. For 2023, it is calculated as follows:

C 1.3/7

Short-Term Variable Compensation in 2023 at a Glance

	Target amount (€)	Group component I "cEPS"	Group component II "FCF"	Divisional component	Individual performance factor	Target attainment	
						Total	Payout amount (€)
Board of Management members serving as of Dec. 31, 2023							
Bill Anderson ¹	1,518,750			25.9%	1.10	9.50%	144,281.25
Wolfgang Nickl	810,000			25.9%	1.10	9.50%	76,950.00
Stefan Oelrich	837,000	0.0%	0.0%	35.0%	1.05	12.25%	102,532.50
Heike Prinz ²	270,000			25.9%	1.00	8.63%	23,301.00
Rodrigo Santos	837,000			0.0%	1.05	0.00%	–
Heiko Schipper	810,000			101.5%	1.10	37.22%	301,482.00
Former Board of Management members							
Werner Baumann ³	665,625	0.0%	0.0%	25.9%	1.00	8.63%	57,443.44
Sarena Lin ⁴	540,000			25.9%	1.00	8.63%	46,602.00

¹ Prorated STI from April 1, 2023 (start of BoM appointment)

² Prorated STI from September 1, 2023 (start of BoM appointment)

³ Prorated STI until May 31, 2023 (termination of BoM appointment)

⁴ Prorated STI until August 31, 2023 (termination of BoM appointment)

1.3.3 Long-term stock-based cash compensation (LTI) for 2023

Members of the Board of Management are eligible to participate in the annual tranches of the four-year stock-based compensation program Aspire on the condition that they purchase a certain number of Bayer shares – determined for each individual according to specific rules – as a personal investment within a four-year period and hold them until two years after their term of service ends. In the event of a Board of Management member stepping down before the end of his or her term of office, individual arrangements are usually agreed for the LTI tranches granted in that year and in preceding years.

Since 2020, the annual Aspire 3.0 tranches have been allocated in the form of virtual shares with a performance period of four years for each tranche. The number of virtual shares conditionally allocated is calculated by multiplying base compensation by the contractually agreed target rate and then dividing by the arithmetic mean of the XETRA closing prices for Bayer stock on the 30 stock exchange trading days immediately preceding the start of the respective performance period.

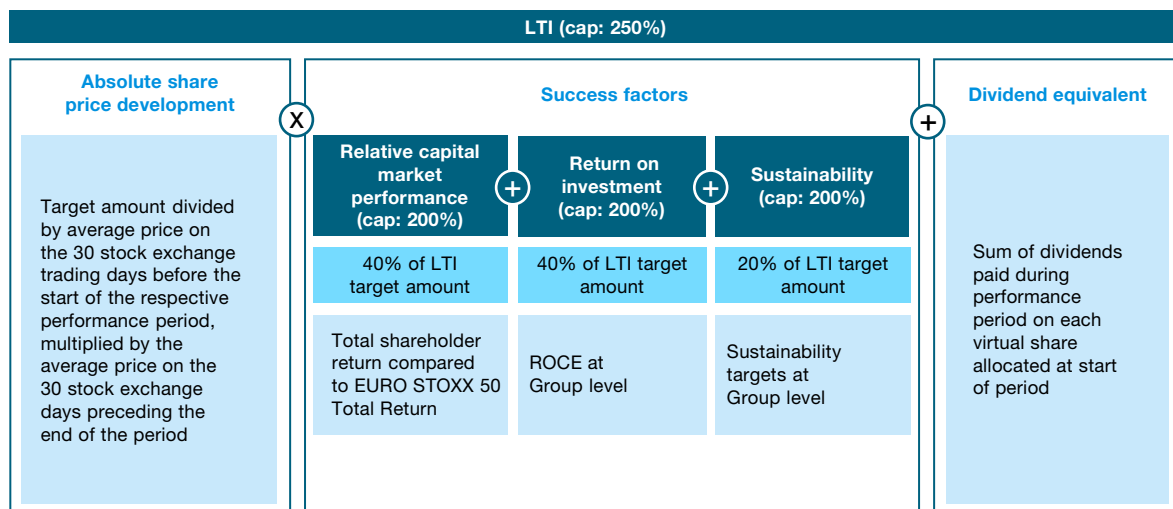
The final number of virtual shares depends on the target attainment levels for the three components: relative capital market performance, return on investment and sustainability. These three components

have weightings of 40%, 40% and 20%, respectively. The sustainability component was introduced in 2021. For the tranches allocated in fiscal 2020, the relative capital market performance and the return on investment therefore each have a 50% weighting. To determine the final number of virtual shares, the conditionally allocated number of virtual shares is multiplied by the weighted total target attainment of the three (or two, as the case may be) components.

The payout is calculated by multiplying the final number of virtual shares by the arithmetic mean of the XETRA closing prices for Bayer stock on the 30 stock exchange trading days immediately preceding the end of the performance period. In addition, the participants receive a dividend equivalent based on the sum of the dividends paid on each conditionally allocated virtual share during the four-year period. The components of the long-term variable cash compensation (LTI) are shown in the graphic below.

C 1.3/8

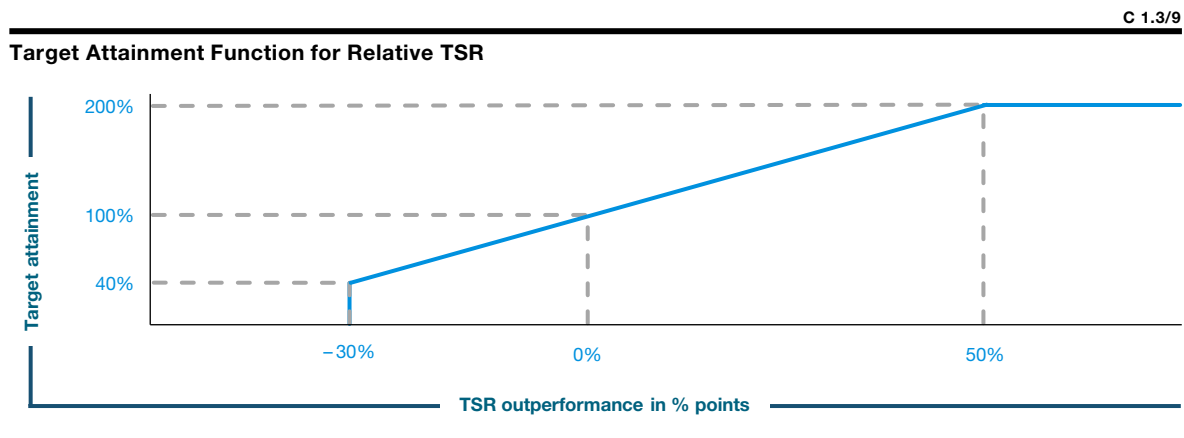
Components of Long-Term Variable Cash Compensation (LTI)



Relative capital market performance

Relative capital market performance is determined by the difference between Bayer's total shareholder return (TSR) and the EURO STOXX 50 Total Return, which serves as the benchmark index. The TSR shows how Bayer shares performed over the four-year performance period, including relative share price development and hypothetically reinvested gross dividends. This takes account of Bayer's capital market performance in relation to the EURO STOXX 50 Total Return. The initial and final values for calculating the TSR are based on the arithmetic mean of the XETRA closing prices for Bayer stock on the 30 stock exchange trading days immediately preceding the start and the end of the respective

four-year performance period. The final value also includes the hypothetically reinvested gross dividends during that time. Target attainment is determined from the difference between Bayer's TSR over the period and that of the EURO STOXX 50 Total Return. If the difference is zero – i.e., performance is on a par with that of the index – target attainment is 100%. If the difference is more than –30 percentage points, target attainment is 0%. If the difference equals –30 percentage points, target attainment is 40%. If the difference is +50 percentage points or more, target attainment is 200%. The target attainment curve for the relative TSR target is given in the graphic below.



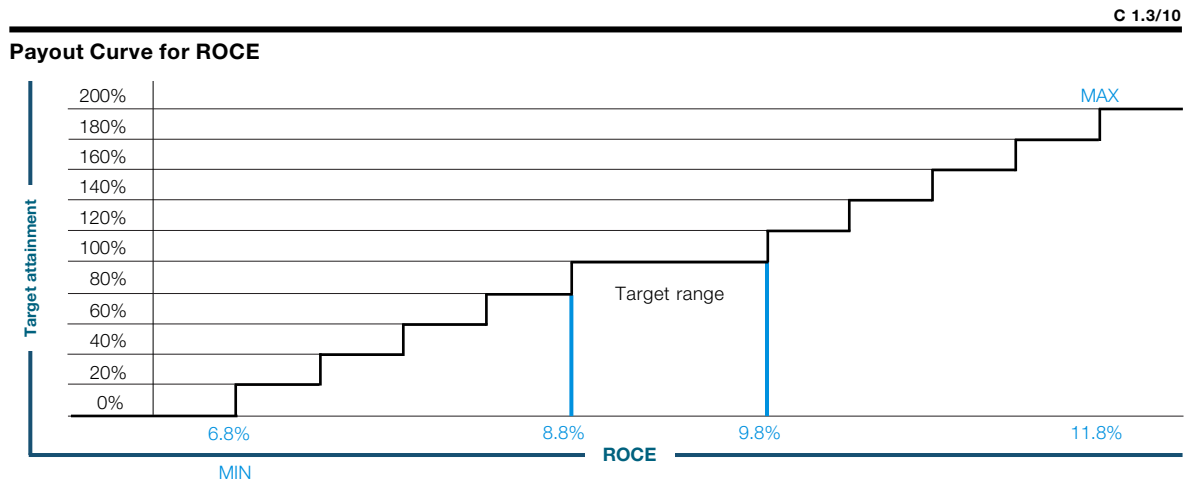
The four-year performance period of the 2020 Aspire 3.0 tranche ended in 2023. The TSR for this period was –45.29% for Bayer and 29.99% for the EURO STOXX 50 Total Return, resulting in a TSR outperformance of –75.28 percentage points. This corresponds to a target attainment level of 0%.

Return on investment

The return on investment is based on the return on capital employed (ROCE) at Group level. The annual comparison of the ROCE to the weighted average cost of capital indicates the value generated by the company. The ROCE is a metric that is applied as part of Bayer's corporate steering system. At the start of each tranche, the Supervisory Board sets a minimum value, a target corridor, a maximum value and additional benchmarks for ROCE in the final year of the four-year performance period. The minimum value is based on the weighted average cost of capital (WACC) on the date the respective tranche is issued. The target corridor for 100% target attainment is based on the WACC and an ambitious premium. At the end of the four-year performance period, the ROCE achieved in the final year of the performance period is compared to the target corridor set for that tranche of the LTI. If the target corridor

has been achieved, target attainment is 100%. If performance is above or below the target corridor, target attainment corresponds to the target function within an interval of 0% to 200%.

The graphic below shows the minimum value, target value and maximum value for the 2020 tranche, the performance period for which ended in 2023:



For the 2020 tranche, an ROCE target of 9.3% was set for return on investment in 2023. Actual ROCE came in at 0.7%, corresponding to a target attainment level of 0%.

Sustainability

Starting with the 2021 tranche, the Supervisory Board defines specific sustainability targets for the four-year performance period that are taken into account with a weighting of 20%. Sustainability targets at both divisional and Group level can be taken into account.

In setting the sustainability targets, the Supervisory Board took care to ensure that these are aligned with the Sustainable Development Goals (SDGs) of the United Nations as a minimum, and are also in step with international best practice, such as the Science Based Targets initiative (SBTi), with respect to how they are determined, measured and reviewed. Furthermore, they are an integral part of the business strategy, providing access to new customer groups and contributing to greater supply security, for example. All the sustainability targets below are given the same weighting. The Supervisory Board also set a minimum value, a target corridor and a maximum value for the individual sustainability targets. If performance is above or below the target corridor, the target attainment corresponds to a target function within an interval of 0% to 200%.

C 1.3/11

Nonfinancial Group Targets Through 2030

Target¹	Target for 2030
Number of smallholder farmers in low- and middle-income countries supported by products, services and partnerships	100 million
Number of women in low- and middle-income countries who have their need for modern contraception satisfied due to interventions supported by Bayer	100 million
Number of people in underserved ² communities whose self-care is supported by interventions from Bayer	100 million
Scope 1 and 2 ³ greenhouse gas emissions	42% decrease ^{4, 6}
Scope 3 greenhouse gas emissions from relevant ⁷ categories	12.3% decrease ^{5, 6}
Offsetting of remaining Scope 1 and 2 greenhouse gas emissions ⁸	100%

¹ A more detailed description of the calculation methodologies is published on our website www.bayer.com/en/sustainability.

² Economically or medically

³ Covering Scope 1 and 2 emissions (market-based) of sites that have an energy consumption in excess of 1.5 TJ

⁴ Corresponding to the sustainability target of limiting global temperature rise to below 1.5°C above pre-industrial level

⁵ Corresponding to the sustainability target of limiting global temperature rise to below 2°C above pre-industrial level

⁶ By the end of 2029

⁷ In accordance with the criteria set out by the Science Based Targets initiative, the Scope 3 categories relevant for our goal include emissions in the following categories: (1) purchased goods and services, (2) capital goods, (3) fuel- and energy-related activities, (4) (upstream) transportation and distribution, and (6) business travel.

⁸ To be offset by purchasing certificates from verified climate protection projects, primarily in forestry and agriculture

The setting of the individual sustainability targets and the attainment thereof will be reported on in the corresponding Compensation Report following the end of the performance period. Where applicable, any adjustments the Supervisory Board makes to sustainability target values will also be explained, along with the reasoning behind those changes.

Payment of the 2020 tranche of Aspire 3.0

The payment takes place in the following year at the earliest possible opportunity. For the 2020 tranche, it is calculated as follows:

C 1.3/12

Aspire Payout Percentages

	2020 tranche
Bayer stock starting price	€69.95
Bayer stock TR final price ¹	€38.27
Bayer stock TR performance	-45.29%
EURO STOXX 50 TR starting value	7,949.64
EURO STOXX 50 TR final value	10,333.58
EURO STOXX 50 TR performance	29.99%
Performance factor – relative capital market performance	0%
Performance factor – return on investment (ROCE)	0%
Dividend equivalent	€9.20
Payout percentage	13.15%

¹ Total return (TR), including reinvested dividends (€32.77 + €5.50)

Ongoing tranches of long-term variable cash compensation (LTI)

The following table provides an overview of the ongoing tranches for serving members of the Board of Management of Bayer AG in 2023:

C 1.3/13

Overview of LTI Tranches of Board of Management Members Serving as of Dec. 31, 2023

Overview of LTI tranches allocated

		Target amount (€)	Bayer stock starting price (€)	No. of conditionally allocated virtual shares ¹	Target attainment for performance component ²	Bayer stock TR final price (€)	Total dividends per virtual share (€)	Payout percentage	Payout amount ³ (€)
2020 Aspire 3.0 tranche (Jan. 1, 2020 – Dec. 31, 2023)	Wolfgang Nickl	1,194,000		17,069					157,011.00
	Stefan Oelrich	1,273,500	69.95	18,206	0%	38.27	9.20	13.15%	167,465.25
	Heiko Schipper	1,194,000		17,069					157,011.00
2021 Aspire 3.0 tranche (Jan. 1, 2021 – Dec. 31, 2024)	Wolfgang Nickl	1,198,800		24,980					
	Stefan Oelrich	1,278,600	47.99	26,643	The performance period of the 2021 Aspire 3.0 tranche will end on Dec. 31, 2024				
	Heiko Schipper	1,198,800		24,980					
Wolfgang Nickl	1,440,000		31,055						
2022 Aspire 3.0 tranche (Jan. 1, 2022 – Dec. 31, 2025)	Stefan Oelrich	1,488,000	46.37	32,090	The performance period of the 2022 Aspire 3.0 tranche will end on Dec. 31, 2025				
	Rodrigo Santos ⁴	1,488,000		32,090					
	Heiko Schipper	1,440,000		31,055					
2023 Aspire 3.0 tranche (Jan. 1, 2023 – Dec. 31, 2026)	Bill Anderson ⁵	3,375,000		64,717	The performance period of the 2023 Aspire 3.0 tranche will end on Dec. 31, 2026				
	Wolfgang Nickl	1,440,000		27,613					
	Stefan Oelrich	1,488,000	52.15	28,533					
	Heike Prinz ⁶	1,200,000		23,011					
	Rodrigo Santos ⁴	1,488,000		28,533					
	Heiko Schipper	1,440,000		27,613					

¹ The number of conditionally allocated virtual shares is determined by dividing the LTI target value by the average share price over the preceding 30 stock exchange trading days before the tranche is issued.

² Target attainment for Aspire 3.0 is based on weighted target attainment for the three performance criteria "Relative capital market performance," "Return on investment" and (since fiscal 2021) "Sustainability."

³ Shown here is the amount actually paid out. Due to system-related rounding differences, the parameters shown here may result in a payout amount that deviates from the sum actually paid out.

⁴ LTI tranches granted to Rodrigo Santos prior to his appointment to the Board of Management are not shown. When each performance period comes to an end, the respective tranche will be shown in the "Compensation Awarded and Due" table.

⁵ Prorated entitlement (45/48) due to join date of April 1, 2023

⁶ LTI tranches granted to Heike Prinz prior to her appointment to the Board of Management are not shown. The 2023 LTI tranche is therefore shown on a prorated basis beginning with her appointment to the Board of Management as of September 1, 2023. When each performance period comes to an end, the respective tranche will be shown in the "Compensation Awarded and Due" table.

In line with the recommendation of the German Corporate Governance Code, already allocated LTI tranches are paid out according to the originally agreed targets at the end of the contractually specified performance period should a Board of Management member's service contract be terminated. The following table shows the ongoing tranches for the former members of the Board of Management of Bayer AG:

Overview of LTI Tranches of Former Board of Management Members

Overview of LTI tranches allocated

		Target amount (€)	Bayer stock starting price (€)	No. of conditionally allocated virtual shares ¹	Target attainment for performance component ²	Bayer stock TR final price (€)	Total dividends per virtual share (€)	Payout percentage	Payout amount ³ (€)
2020 Aspire 3.0 tranche (Jan. 1, 2020 – Dec. 31, 2023)	Werner Baumann	2,502,300		35,773					329,052.45
	Liam Condon	1,440,750	69.95	20,597	0%	38.27	9.20	13.15%	189,458.63
	Kemal Malik	1,189,744		17,008					156,451.30
2021 Aspire 3.0 tranche (Jan. 1, 2021 – Dec. 31, 2024)	Werner Baumann	2,512,350		52,352					
	Liam Condon	1,446,450	47.99	30,141	The performance period of the 2021 Aspire 3.0 tranche will end on Dec. 31, 2024				
	Sarena Lin ⁴	1,098,900		22,899					
	Kemal Malik	1,284,923		26,775					
2022 Aspire 3.0 tranche (Jan. 1, 2022 – Dec. 31, 2025)	Werner Baumann	2,840,000	46.37	61,246		The performance period of the 2022 Aspire 3.0 tranche will end on Dec. 31, 2025			
Sarena Lin	1,440,000		31,055						
2023 Aspire 3.0 tranche (Jan. 1, 2023 – Dec. 31, 2026)	Werner Baumann	2,840,000	52.15	54,458	The performance period of the 2023 Aspire 3.0 tranche will end on Dec. 31, 2026				
	Sarena Lin	1,440,000		27,613					

¹ The number of conditionally allocated virtual shares is determined by dividing the LTI target value by the average share price over the preceding 30 stock exchange trading days before the tranche is issued.

² Target attainment for Aspire 3.0 is based on weighted target attainment for the three performance criteria "Relative capital market performance," "Return on investment" and (since fiscal 2021) "Sustainability."

³ Shown here is the amount actually paid out. Due to system-related rounding differences, the parameters shown here may result in a payout amount that deviates from the sum actually paid out.

⁴ Prorated entitlement (11/12) due to join date of February 1, 2021

1.3.4 Fringe benefits

Fringe benefits include costs assumed by the company for health screening and various work-related insurance policies. Each member of the Board of Management has access to a company car, including a driver, for business and a reasonable amount of private use, or receives a corresponding budget. In addition, the company pays the cost of security installations at each member's private residence. Work-related moving expenses are either individually reimbursed or compensated in the form of a flat-rate allowance. Any indemnity payments to new members of the Board of Management for variable compensation forfeited on termination of previous employment also constitute fringe benefits.

1.3.5 Pension entitlement/installment

Members of the Board of Management appointed after January 1, 2020, are not entitled to a company pension plan but instead receive a pension installment, which is paid out directly. The pension installment is equivalent to 40% of the respective base compensation. For the company, this avoids all the interest-rate and biometric risks involved in financing a pension entitlement, and also eliminates the complex actuarial calculations and administrative procedures involved. In addition, it means that the members of the Board of Management are responsible for making their own pension arrangements.

Members of the Board of Management appointed prior to January 1, 2020, retain their contribution-based pension entitlements. Bayer makes company contributions to complement the personal contributions of 2% up to the ceiling for statutory pension contributions in Germany. The company contributions are currently set at 8% to Bayer-Pensionskasse or 2% to Rheinische Pensionskasse VVaG on fixed annual compensation up to the ceiling for statutory pension contributions in Germany. In addition, Bayer provides a hypothetical annual contribution equal to 42% of the amount by which the respective base compensation exceeds that ceiling. This percentage is comprised of a basic contribution of 6% and a matching contribution of 36%, which is four times the member's personal contribution of 9%. The total annual contribution is converted into a pension component according to the annuity table for the applicable tariff of the Rheinische Pensionskasse VVaG pension fund. The annual pension entitlement upon retirement is the total amount of the accumulated pension components including any investment bonus, the amount of which is determined annually based on the net return on the assets of the Rheinische Pensionskasse VVaG minus the minimum return on the contributions that is guaranteed under the tariff and approved by the German Financial Supervisory Authority (BaFin). Future pension payments are reviewed annually and adjusted in line with the respective entitlements.

If the contract of a member of the Board of Management is terminated due to permanent incapacity to work before he or she reaches the age of 60, an invalidity pension is granted.

In addition, the following arrangements are in place for members of the Board of Management who served in 2023 and were appointed prior to January 1, 2020:

- Prior to his appointment as Chairman of the Board of Management (CEO), Werner Baumann acquired rights to a fixed annual pension of €443,940 starting on his 60th birthday. As of May 1, 2016, the day he was appointed Chairman of the Board of Management (CEO), his pension was switched over to a contribution-based entitlement. In connection with this, he received an additional, vested entitlement to an annual pension of €200 thousand starting on his 60th birthday. Baumann was granted the option of receiving his pension entitlements from Bayer AG or its subsidiaries as a one-time payment (excluding the entitlements existing with the Bayer-Pensionskasse pension fund). If he exercises this option, which is available until December 31, 2027, the pension entitlements will be settled with a one-time payment in the amount of the provisions established according to IFRS.

- In view of his split contract, Heiko Schipper participates in pension plans in Germany (30%) – for his service on the Board of Management of Bayer AG – and in Switzerland (70%) – under his contract as head of Consumer Health at BCC AG in Basel – on a prorated basis. Schipper's pension entitlement in Switzerland arises from a defined benefit plan in which contributions accumulate in an account and are then disbursed as a retirement annuity.

Certain assets are administered by Bayer Pension Trust e. V. under a contractual trust arrangement (CTA) to cover pension entitlements resulting from direct commitments in Germany. This provides substantial additional security – beyond the benefits from the Pension Insurance Association – for the respective pension entitlements of the Board of Management members and other managerial employees in Germany.

The service cost according to IFRS is calculated based on contractual obligations and actuarial assumptions. It reflects the amount, calculated actuarially, that was earned by the respective Board of Management member in the respective year through their work and that was recognized through profit or loss. It corresponds to the present value of the newly earned future pension payments, and is impacted by updated actuarial adjustments. The service cost does not reflect a payout amount or payments currently being made to Board of Management members. A lower discount rate at the start of the year, higher anticipated salary and pension increases, and a shorter vesting period in years are factors that result in a higher service cost.

The current service cost for the pension entitlements of the Board of Management members recognized in 2023 according to IFRS was €1,707 thousand (2022: €2,284 thousand). The following table shows the service cost according to IFRS and the settlement or present value of the pension obligations attributable to the individual members of the Board of Management.

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Pension Entitlements According to IFRS

€ thousand	Expense ¹		Present value of defined benefit pension obligation as of Dec. 31	
	2022	2023	2022	2023
Serving Board of Management members as of Dec. 31, 2023				
Contribution-based pension entitlements				
Wolfgang Nickl	276	116	799	1,044
Stefan Oelrich	284	125	772	1,023
Heiko Schipper	177	144	5,817	7,534
Former Board of Management members				
Werner Baumann ²	1,547	1,322	18,554	21,354

¹ In the case of the contribution-based pension entitlements, the figures shown here pertain to the service cost for pension entitlements according to IFRS.

² The service cost for the pension entitlements earned in the period up until his departure amounted to €458 thousand. The service cost for the pension component granted in conjunction with his termination agreement amounted to €864 thousand.

The service cost according to IFRS can therefore fluctuate from one year to the next. The existing pension entitlements of a Board of Management member cannot legally be unilaterally adjusted by Bayer.

1.3.6 Caps on variable compensation components and total compensation

If targets are not attained, variable compensation can fall to as low as zero. However, if targets are clearly exceeded, the payout is limited to 200% (STI cap) or 250% (LTI cap) of the individual target amount.

The Supervisory Board has set an absolute amount in euros for the maximum total compensation granted in a fiscal year pursuant to Section 87a, Paragraph 1, Sentence 2, No.1 of the German Stock Corporation Act. The maximum total annual compensation is €12 million for the Chairman of the Board of Management (CEO) and €7.5 million for the other members of the Board of Management. The maximum total compensation for a fiscal year includes all fixed and variable compensation components:

- Base compensation
- Fringe benefits
- Short-term variable cash compensation (STI)
- Long-term variable cash compensation (LTI)
- Pension installment or service cost according to IFRS for pension entitlement

Compliance with the specified thresholds for the maximum total compensation of Board of Management members cannot be reported on conclusively until all compensation components granted for a given

fiscal year have been paid out. This means that for fiscal years 2021 to 2023, this can only be reported on after expiration of the respective LTI four-year performance periods.

The respective actual compensation levels for the 2020 reference year were significantly below the established maximum compensation levels for all Board of Management members.

1.3.7 Malus and clawback provisions for variable compensation

In the event of gross misconduct or misrepresentation in financial reporting, the Supervisory Board has the discretion to withhold the STI and LTI for fiscal years from 2020 onward (malus) or – if these have already been paid out – to require that they be repaid to the company (clawback).

In the event that a member of the Board of Management violates a substantial duty of care, significant obligations under his or her service contract, or other important operating principles such as those prescribed by the Code of Conduct for Members of the Board of Management or the Corporate Compliance Policy, the Supervisory Board may, in the proper exercise of its discretion, withhold all or part of the variable compensation that has not yet been paid out (malus). The Supervisory Board may, in the proper exercise of its discretion, also require that all or part of any gross amount that has already been paid out be repaid to the company (clawback).

Moreover, the members of the Board of Management are required to repay variable compensation already paid out if it is subsequently established that the audited and approved consolidated financial statements on which the calculation of the payout for fiscal years from 2020 onward was based were defective, with the amount to be repaid reflecting the corrections to be made. This applies even if the defectiveness of the consolidated financial statements is not attributable to any fault on the part of the members of the Board of Management. Irrespective of the above, a legal basis also exists for payment reductions or regress in the event of a damaging breach of duty by members of the Board of Management.

In 2023, the Supervisory Board did not see any cause to reduce any variable compensation that had not yet been paid out (malus) or reclaim variable compensation that had already been paid out (clawback).

1.3.8 Share Ownership Guidelines

The Bayer Share Ownership Guidelines are also an integral factor in the compensation system. They serve to further align the interests of the Board of Management with those of our stockholders and to strengthen sustainable development. Under the Bayer Share Ownership Guidelines, members of the Board of Management are required to build substantial positions in Bayer shares within four years of joining the Board. They must purchase shares to the value of 200% of base compensation in the case of the Chairman (CEO) and 100% in the case of the other members of the Board of Management, and retain them for the remainder of their service on the Board of Management and for two years thereafter. If they cannot provide evidence of this share ownership, they will not be entitled to payment of the LTI. The virtual shares allocated as part of the LTI program do not count toward the number of Bayer shares to be purchased under the Share Ownership Guidelines.

An overview of the current Share Ownership Guidelines can be found below:

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Share Ownership Guidelines – Status

Serving Board of Management members as of Dec. 31, 2023

Board of Management member	Target (% of base compensation)	End of position-building phase	Status
Bill Anderson	200%	March 31, 2027	In progress
Wolfgang Nickl	100%	April 25, 2022	Fulfilled
Stefan Oelrich	100%	October 31, 2022	Fulfilled
Heike Prinz	100%	August 31, 2027	In progress
Rodrigo Santos	100%	December 31, 2025	In progress
Heiko Schipper	100%	February 28, 2022	Fulfilled

1.3.9 Entitlements upon termination of service on the Board of Management

If the service contract of a member of the Board of Management is terminated before the end of the term of office – other than for cause – at the company's instigation, his or her entitlements under the service contract are fulfilled until the termination date.

Payments of variable compensation are made on the dates and at the conditions originally agreed, and are not brought forward. In doing so, Bayer observes the principles of good corporate governance: LTI allocations already granted are paid out to departing Board of Management members according to the original payment plans and calculated according to the previously agreed rules.

In line with the recommendations of the German Corporate Governance Code, the service contracts of the members of the Board of Management contain the provision that payments upon termination of service shall not exceed twice the annual compensation or the compensation amount for the remaining term of the contract if this is lower.

Change of control

To ensure their independence, members of the Board of Management are also entitled to a severance payment in the event of a change of control as defined in the German Securities Acquisition and Takeover Act, provided certain narrow conditions are met. The entitlement to a severance payment only arises if the service contract is terminated by mutual agreement at the company's instigation or if the position of the Board of Management member is significantly affected by the change of control and he or she gives notice of termination within 12 months of the date of the change of control. The position of the Board of Management member is significantly affected if, in particular, one of the following conditions is fulfilled:

- Significant changes in the company's strategy
- Significant changes in his or her own area of activity
- Significant changes in the company's legal form

In these cases, members of the Board of Management are entitled to a severance payment of 250% of annual base compensation, though this must not exceed the compensation for the remaining term of the respective contract. This entitlement does not exist if termination takes place for cause as defined in Section 626 of the German Civil Code.

Post-contractual noncompete agreements

Post-contractual noncompete agreements are in place with the members of the Board of Management, providing for indemnity payments to be made by the company for the two-year noncompete period. The indemnity payment for each of the two years amounts to 100% of a member's average base compensation for the 12 months preceding his or her departure. In the event a service contract is terminated early, any severance payment for the remaining part of the original term of the contract is deducted from the indemnity payment. Upon contract termination, the company may waive the post-contractual noncompete agreement, in which case no indemnity is paid.

Unfitness for work

In the event of temporary unfitness for work, members of the Board of Management continue to receive their contractually agreed compensation. If a Board of Management member has been continuously unfit for work for at least 18 months and is likely to be permanently incapable of fully performing his or her duties (permanent incapacity to work), the Supervisory Board may terminate his or her service contract early.

1.3.10 Payment for service on governance bodies and third-party compensation

Any compensation a member of the Board of Management receives for service on the supervisory board of a Bayer Group company is deducted from his or her base compensation. Any membership in a supervisory board of a company outside the Bayer Group must be approved in advance by the Supervisory Board. Where a member of the Board of Management serves on the supervisory board of a company outside the Bayer Group, the Supervisory Board of Bayer Aktiengesellschaft decides whether and to what extent a deduction is to be made. No deductions are being made for Board of Management members currently serving on external supervisory boards.

No member of the Board of Management received compensation from a third party in 2023 for serving on their management and/or supervisory boards.

1.4 Individual Board of Management compensation levels in 2023

1.4.1 Target compensation

The following tables show the individual target values, along with the minimum and maximum values, for the compensation components contractually agreed in 2023, including expenses for fringe benefits and pension entitlements, along with the relative shares of the individual compensation components.

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Target Compensation (Part I)

Serving Board of Management members as of Dec. 31, 2023										
Bill Anderson ² (Chairman/CEO)						Wolfgang Nickl (Finance)				
Joined April 1, 2023						Joined April 26, 2018				
	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)
Base compensation	1,688	15.0	1,688	1,688	-	900	26.3	900	900	900
Fringe benefits	3,985	35.5	3,985	3,985	-	156	4.6	156	156	137
Pension installment	675	6.0	675	675	-	-	-	-	-	-
Short-term variable cash compensation										
STI 2022	-	-	-	-	-	-	-	-	-	810
STI 2023	1,519	13.5	0	3,037	-	810	23.7	0	1,620	-
Long-term stock-based cash compensation										
Aspire 3.0 2022 (Jan. 1, 2022 – Dec. 31, 2025)	-	-	-	-	-	-	-	-	-	1,440
Aspire 3.0 2023 (Jan. 1, 2023 – Dec. 31, 2026)	3,375	30.0	0	8,438	-	1,440	42.0	0	3,600	-
Service cost/benefit expense (IFRS)	-	-	-	-	-	116	3.4	116	116	276
Total compensation	11,242	100.0	6,348	17,823	-	3,422	100.0	1,172	6,392	3,563

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Target Compensation (Part II)

Serving Board of Management members as of Dec. 31, 2023										
Stefan Oelrich (Pharmaceuticals)						Heike Prinz ³ (Labor Director)				
Joined Nov. 1, 2018						Joined Sept. 1, 2023				
	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)
Base compensation	930	27.1	930	930	930	300	15.6	300	300	-
Fringe benefits	54	1.6	54	54	32	39	2.0	39	39	-
Pension installment	-	-	-	-	-	120	6.2	120	120	-
Short-term variable cash compensation										
STI 2022	-	-	-	-	837	-	-	-	-	-
STI 2023	837	24.4	0	1,674	-	270	14.0	0	540	-
Long-term stock-based cash compensation										
Aspire 3.0 2022 (Jan. 1, 2022 – Dec. 31, 2025)	-	-	-	-	1,488	-	-	-	-	-
Aspire 3.0 2023 (Jan. 1, 2023 – Dec. 31, 2026)	1,488	43.3	0	3,720	-	1,200	62.2	0	3,000	-
Service cost/benefit expense (IFRS)	125	3.6	125	125	284	-	-	-	-	-
Total compensation	3,434	100.0	1,109	6,503	3,571	1,929	100.0	459	3,999	-

Target Compensation (Part III)

	Serving Board of Management members as of Dec. 31, 2023									
	Rodrigo Santos (Crop Science) Joined Jan. 1, 2022					Heiko Schipper (Consumer Health) Joined Mar. 1, 2018				
	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)
Base compensation	930	25.5	930	930	930	900	26.6	900	900	900
Fringe benefits	26	0.7	26	26	26	91	2.7	91	91	30
Pension installment	372	10.2	372	372	372	-	-	-	-	-
Short-term variable cash compensation										
STI 2022	-	-	-	-	837	-	-	-	-	810
STI 2023	837	22.9	0	1,674	-	810	23.9	0	1,620	-
Long-term stock-based cash compensation										
Aspire 3.0 2022 (Jan. 1, 2022 – Dec. 31, 2025)	-	-	-	-	1,488	-	-	-	-	1,440
Aspire 3.0 2023 (Jan. 1, 2023 – Dec. 31, 2026)	1,488	40.7	0	3,720	-	1,440	42.5	0	3,600	-
Service cost/benefit expense (IFRS)	-	-	-	-	-	144	4.3	144	144	177
Total compensation	3,653	100.0	1,328	6,722	3,653	3,385	100.0	1,135	6,355	3,357

¹ The maximum figures shown here do not yet take into account the caps on total compensation.

² Bill Anderson's fringe benefits include a one-time indemnity payment of €3.8 million for forfeited compensation entitlements from his previous employer, customary fringe benefits, expenditures for relocation and accommodation expenses of up to €200 thousand provisionally covered by the company, and the costs of German language courses for his wife.

³ Heike Prinz' fringe benefits for 2023 include a one-time relocation assistance payment of €25 thousand.

1.4.2 Compensation awarded and due

The tables below show all fixed and variable compensation components along with their respective relative shares for each member of the Board of Management. Awarded compensation encompasses compensation for services that have been fully rendered once the fiscal year ends, even though actual payment will not be made until the subsequent fiscal year. Due compensation comprises compensation that is legally due but has not yet actually been paid out to the Board of Management member.

The payout amounts for the 2023 STI and the Aspire 3.0 tranche issued in 2020 are included in the 2023 table for compensation awarded and due, since the respective Board of Management member had fully rendered the services on which the respective compensation is based during the one- and four-year periods. The fact that the payouts will not actually be made until the subsequent year is overlooked in order to present the link between the compensation and performance of the Board of Management in the same period.

Werner Baumann and Sarena Lin stepped down from the Board of Management of Bayer AG by mutual agreement effective May 31, 2023, and August 31, 2023, respectively. The compensation entitlements earned until the respective departure date are contained in the table for Board of Management members who stepped down in 2023. In line with the Board of Management compensation system, standard market practice and the recommendations of the German Corporate Governance Code (especially G. 13), Werner Baumann and Sarena Lin have been granted compensation for the remaining terms of their service contracts, as well as an indemnity payment due to their post-contractual noncompete agreements. The payments and compensation entitlements subsequently granted to them as former members of the Board of Management are reported separately for the sake of transparency, and are shown and explained in the table "Compensation Awarded and Due to Former Board of Management Members."

Since Werner Baumann and Sarena Lin stepped down from the Board of Management by mutual consent, Aspire commitments already granted in the past shall not be paid out until the end of the respective four-year performance period. The payouts will be based on the originally agreed conditions, and will not be brought forward. However, as the work duties required for earning the Aspire tranches were performed in full, the Aspire tranches need to be presented as awarded compensation according to Section 162 of the German Stock Corporation Act (AktG). The respective compensation data shown in the table "Compensation Awarded and Due to Former Board of Management Members" merely reflects the provisions established based on the fair value as of December 31, 2023. Payment will not be brought forward. The actual payments at the end of the respective four-year performance period may therefore deviate considerably from the values shown.

The service cost according to IFRS is additionally shown as a part of Board of Management compensation, even though it does not constitute awarded or due compensation within the meaning of Section 162 of the Stock Corporation Act (AktG).

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Compensation Awarded and Due (Part I)

	Serving Board of Management members as of Dec. 31, 2023					
	Bill Anderson ¹ (Chairman/CEO) Joined April 1, 2023			Wolfgang Nickl (Finance) Joined April 26, 2018		
	2023 (€ thousand)	2023 (%)	2022 (€ thousand)	2023 (€ thousand)	2023 (%)	2022 (€ thousand)
Base compensation	1,688	26.0	–	900	69.7	900
Fringe benefits	3,985	61.4	–	156	12.1	137
Pension installment	675	10.4	–	–	–	–
Short-term variable cash compensation						
STI 2022	–	–	–	–	–	1,053
STI 2023	144	2.2	–	77	6.0	–
Long-term stock-based cash compensation						
Aspire 2.0 2019 (Jan. 1, 2019 – Dec. 31, 2022)	–	–	–	–	–	818
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023)	–	–	–	157	12.2	–
Total compensation awarded and due	6,492	100.0	–	1,290	100.0	2,908
Service cost/benefit expense (IFRS)	–	–	–	116	–	276
Total compensation	6,492		–	1,406		3,184

C 1.4/5

Compensation Awarded and Due (Part II)

	Serving Board of Management members as of Dec. 31, 2023					
	Stefan Oelrich (Pharmaceuticals) Joined Nov. 1, 2018			Heike Prinz ² (Labor Director) Joined Sept. 1, 2023		
	2023 (€ thousand)	2023 (%)	2022 (€ thousand)	2023 (€ thousand)	2023 (%)	2022 (€ thousand)
Base compensation	930	74.2	930	300	54.5	–
Fringe benefits	54	4.3	32	39	7.1	–
Pension installment	–	–	–	120	21.8	–
Short-term variable cash compensation						
STI 2022	–	–	862	–	–	–
STI 2023	103	8.2	–	23	4.2	–
Long-term stock-based cash compensation³						
Aspire 2.0 2019 (Jan. 1, 2019 – Dec. 31, 2022)	–	–	760	–	–	–
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023)	167	13.3	–	68	12.4	–
Total compensation awarded and due	1,254	100.0	2,584	550	100.0	–
Service cost/benefit expense (IFRS)	125	–	284	–	–	–
Total compensation	1,379		2,868	550		–

C 1.4/6

Compensation Awarded and Due (Part III)

	Serving Board of Management members as of Dec. 31, 2023					
	Rodrigo Santos (Crop Science) Joined Jan. 1, 2022			Heiko Schipper (Consumer Health) Joined Mar. 1, 2018		
	2023 (€ thousand)	2023 (%)	2022 (€ thousand)	2023 (€ thousand)	2023 (%)	2022 (€ thousand)
Base compensation	930	66.6	930	900	62.1	900
Fringe benefits	26	1.9	26	91	6.3	30
Pension installment	372	26.6	372	–	–	–
Short-term variable cash compensation						
STI 2022	–	–	1,360	–	–	1,151
STI 2023	–	0.0	–	301	20.8	–
Long-term stock-based cash compensation³						
Aspire 2.0 2019 (Jan. 1, 2019 – Dec. 31, 2022)	–	–	148	–	–	732
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023)	68	4.9	–	157	10.8	–
Total compensation awarded and due	1,396	100.0	2,836	1,449	100.0	2,813
Service cost/benefit expense (IFRS)	–	–	–	144	–	177
Total compensation	1,396		2,836	1,593		2,990

¹ Bill Anderson's fringe benefits include a one-time indemnity payment of €3.8 million for forfeited compensation entitlements from his previous employer, customary fringe benefits, expenditures for relocation and accommodation expenses of up to €200 thousand provisionally covered by the company, and the costs of German language courses for his wife.

² Heike Prinz' fringe benefits include a one-time relocation assistance payment for 2023 of €25 thousand.

³ The LTI tranches granted to Heike Prinz and Rodrigo Santos prior to their appointment to the Board of Management are included in awarded compensation.

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Compensation Awarded and Due (Part IV)

	Board of Management members who stepped down in 2023					
	Werner Baumann (Chairman/CEO) Stepped down: May 31, 2023			Sarena Lin (Labor Director) Stepped down: Aug. 31, 2023		
	2023 (€ thousand)	2023 (%)	2022 (€ thousand)	2023 (€ thousand)	2023 (%)	2022 (€ thousand)
Base compensation	740	90.0	1,775	600	32.0	900
Fringe benefits	25	3.0	65	989	52.7	1,006
Pension installment	–	–	–	240	12.8	360
Short-term variable cash compensation						
STI 2022	–	–	1,861	–	–	993
STI 2023	57	7.0	–	47	2.5	–
Long-term stock-based cash compensation						
Aspire 2.0 2019 (Jan. 1, 2019 – Dec. 31, 2022)	–	–	1,739	–	–	–
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023)	–	–	–	–	–	–
Total compensation awarded and due	822	100.0	5,440	1,876	100.0	3,259
Service cost/benefit expense (IFRS)	458	–	1,547	–	–	–
Total compensation	1,280		6,987	1,876		3,259

1.4.3 Compensation awarded and due to former Board of Management members

C 1.4/8

Compensation Awarded and Due to Former Board of Management Members (Part I)

	Werner Baumann ² Stepped down: May 31, 2023		Sarena Lin ³ Stepped down: Aug. 31, 2023	
	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)
Long-term stock-based cash compensation				
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023) – provision ¹	329	4.8	–	–
Aspire 3.0 2021 (Jan. 1, 2021 – Dec. 31, 2024) – provision ¹	1,020	15.0	477	13.2
Aspire 3.0 2022 (Jan. 1, 2022 – Dec. 31, 2025) – provision ¹	1,601	23.5	812	22.4
Aspire 3.0 2023 (Jan. 1, 2023 – Dec. 31, 2026) – provision ¹	1,622	23.8	822	22.7
Other compensation				
Compensation for remaining term of service contract	2,243	32.9	1,514	41.7
Total compensation awarded and due⁴	6,815	100.0	3,625	100.0

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Compensation Awarded and Due to Former Board of Management Members (Part II)

	Liam Condon Stepped down: Dec. 31, 2021		Dr. Hartmut Klusik ⁶ Stepped down: Dec. 31, 2019		Kemal Malik Stepped down: Dec. 31, 2019	
	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)
Long-term stock-based cash compensation ⁵	155	100.0	(703)	112.5	(711)	100.0
Pension payments	–	–	78	–12.5	–	–
Other compensation	–	–	–	–	–	–
Total compensation awarded and due	155	100.0	(625)	100.0	(711)	100.0

Compensation Awarded and Due to Former Board of Management Members (Part III)

	Johannes Dietsch Stepped down: May 31, 2018		Dr. Marijn Dekkers Stepped down: April 30, 2016		Prof. Dr. Wolfgang Plischke ⁶ Stepped down: April 29, 2014	
	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)
Long-term stock-based cash compensation ⁵	-	-	-	-	-	-
Pension payments	120	100.0	716	100.0	484	100.0
Other compensation	-	-	-	-	-	-
Total compensation awarded and due	120	100.0	716	100.0	484	100.0

¹ The LTI tranches previously allocated to Werner Baumann and Sarena Lin had already been earned at the time of their departure and therefore need to be presented as awarded compensation according to Section 162 of the German Stock Corporation Act (AktG). The 2020 LTI tranche will be paid out in March 2024, in the amount shown above. The values shown for the 2021, 2022 and 2023 tranches merely reflect the provisions established based on the fair value as of December 31, 2023. The tranches will not be paid out until the end of the respective performance period, and the payout will be based on the originally agreed conditions. Payment will not be brought forward. The actual payments may therefore deviate considerably from the values shown. The actual payments will be disclosed in the Compensation Report following the end of the respective performance period.

² "Other compensation" contains the compensation for the remaining term of Werner Baumann's service contract through April 30, 2024. This compensation exclusively covers the commitments he would have been entitled to had his service contract run for the original term. This includes base compensation, fringe benefits, STI, LTI and pension entitlements, in each case for the period June 1, 2023, until April 30, 2024. The prorated 2024 LTI tranche is subject to such a tranche actually being granted. The STI for the period June 1, 2023, until December 31, 2023, is to be paid out based on the actual level of target attainment, with the individual performance factor set at 1.0. Target attainment for both the STI for the period January 1, 2024, until April 30, 2024, and the 2024 LTI tranche was set at 100%. He already received compensation for the 2024 STI entitlements in May 2023, with a present value of €525 thousand. In addition, Baumann shall receive an indemnity payment due to the post-contractual noncompete agreement, which applies for a period of two years (June 1, 2023, until May 31, 2025). In accordance with the compensation system, this payment amounts to 100% of his base compensation for each of the two years and is offset against both the compensation for the remaining term of his service contract and future pension payments. The severance cap set out in Recommendation G.13 of the April 28, 2022, version of the German Corporate Governance Code – twice the annual compensation – is therefore not exceeded.

³ "Other compensation" contains the compensation for the remaining term of Sarena Lin's service contract through January 31, 2024. This compensation exclusively covers the commitments she would have been entitled to had her service contract run for the original term. This includes base compensation, fringe benefits, STI, LTI and pension installment, in each case for the period September 1, 2023, until January 31, 2024. The prorated 2024 LTI tranche is subject to such a tranche actually being granted. The STI for the period September 1, 2023, until January 31, 2024, is to be paid out based on the actual level of target attainment, with the individual performance factor set at 1.0. In addition, Lin shall receive an indemnity payment due to the post-contractual noncompete agreement, which applies for a period of two years (September 1, 2023, until August 31, 2025). In accordance with the compensation system, this payment amounts to 100% of her base compensation for each of the two years and is offset against the compensation for the remaining term of her service contract. The severance cap set out in Recommendation G.13 of the April 28, 2022, version of the German Corporate Governance Code – twice the annual compensation – is therefore not exceeded.

⁴ The total compensation awarded to Werner Baumann in 2023 amounted to €7,637 thousand, comprising €822 thousand as a serving Board of Management member and €6,815 thousand as a former Board of Management member, with the latter amount including the provisions shown above. The total compensation awarded to Sarena Lin in 2023 amounted to €5,501 thousand, comprising €1,876 thousand as a serving Board of Management member and €3,625 thousand as a former Board of Management member, with the latter amount including the provisions shown above. In line with the Board of Management compensation system, standard market practice and the recommendations of the German Corporate Governance Code (especially G. 13), they have been granted compensation for the remaining term of their service contracts, as well as an indemnity payment as part of their post-contractual noncompete agreements.

⁵ The figure shown here is the difference between the fair value of the long-term stock-based cash compensation that was originally reported in the respective Compensation Report when the member stepped down from the Board of Management, and the actual payout amount in the year in which payment is made.

⁶ Includes pension payments from Bayer-Pensionskasse VVaG

1.4.4 Compensation granted to Board of Management members who stepped down in 2023

In line with the Board of Management compensation system, standard market practice and the recommendations of the German Corporate Governance Code (especially G. 13), Werner Baumann and Sarena Lin have been granted compensation for the remaining term of their service contracts, as well as an indemnity payment as part of their post-contractual noncompete agreements. In this connection, they have both been conditionally granted a prorated allocation of the 2024 Aspire tranche (i.e., contingent on the Supervisory Board resolving to issue a 2024 tranche). With respect to the prorated allocations, Werner Baumann and Sarena Lin have been granted target amounts of 4/12 and 1/12, respectively, for the 2024 Aspire tranche. Sarena Lin has been granted 1/12 of the STI for 2024.

The payout amounts will be shown as awarded compensation in the years in which payment is made. In addition, Werner Baumann has also been granted pension components for the remaining term of his service contract, with a current service cost of €864 thousand.

2. Compensation of the Supervisory Board

The Supervisory Board is compensated based on the relevant provisions of the Articles of Incorporation, which were last amended by the resolution adopted at the Annual Stockholders' Meeting on April 27, 2021.

2.1 Principles applied for Supervisory Board compensation

A company's Supervisory Board is tasked with advising and supervising the Board of Management, which directs the company and its business on its own responsibility. Pursuant to Section 113, Paragraph 1, Sentence 3 of the German Stock Corporation Act (AktG), the compensation of Supervisory Board members should bear a reasonable relation to their tasks and the company's situation. In setting Supervisory Board compensation, consideration should be given to the demands of the office of the Supervisory Board member, the time involved and the responsibility borne by the Supervisory Board members for the company. Appropriate Supervisory Board compensation ensures that a company will remain able to attract outstandingly qualified domestic and international candidates as Supervisory Board members. Supervisory Board compensation thus contributes sustainably to advancing a company's business strategy and to its long-term development.

2.2 Design of Supervisory Board compensation

The members of the Supervisory Board receive fixed annual compensation and additional compensation for chairing and membership of Supervisory Board committees, plus reimbursement of their expenses. In accordance with the recommendations of the German Corporate Governance Code, additional compensation is paid to the Chairman and Vice Chairwoman of the Supervisory Board, and for chairing and membership of committees. In addition, Supervisory Board members receive an attendance fee each time they take part in a meeting of the Supervisory Board or of a committee.

C 2.2/1

Design of Supervisory Board Compensation

Compensation element	
Fixed compensation	<ul style="list-style-type: none"> • Chairman: €480,000 • Vice Chairwoman: €320,000 • Ordinary member: €160,000
Compensation for committee duties	<ul style="list-style-type: none"> • Chairman and Vice Chairwoman of the Supervisory Board do not receive any additional compensation for membership or chairing of committees • Compensation for committee duties is paid for a maximum of three committees (highest-paying functions taken into account)
Audit Committee	<ul style="list-style-type: none"> • Chairman: €120,000 • Member: €60,000
Presidial Committee	<ul style="list-style-type: none"> • Chairman: €40,000 • Member: €20,000
Nomination Committee	<ul style="list-style-type: none"> • Chairman: €40,000 • Member: €20,000
Other committees	<ul style="list-style-type: none"> • Chairman: €60,000 • Member: €30,000
Attendance fees	<ul style="list-style-type: none"> • €1,500 (for each meeting attended in person, by phone or virtually)¹

¹ If multiple meetings are held on one day, only one attendance fee is paid.

The members of the Supervisory Board have given a voluntary pledge that, in the first five years of their Supervisory Board membership, they will each purchase Bayer shares for 25% of their pretax fixed compensation, including any additional compensation for committee membership, and hold these shares for as long as they remain members. This does not apply to members who, under a service or employment contract, are prevented from purchasing shares, or who transfer at least 85% of their fixed annual compensation and additional compensation to the Hans Böckler Foundation in accordance with the rules of the German Trade Union Confederation, or whose service or employment contract requires them to transfer such compensation to their employer. If less than 85% of the fixed compensation is transferred, the voluntary pledge applies to the portion not transferred. By voluntarily pledging to invest in and hold Bayer shares, the Supervisory Board members reinforce their interest in the company's long-term success. The tables below show the components of the compensation awarded and due to each Supervisory Board member as well as the relative shares of the respective components in overall compensation. Awarded compensation encompasses compensation for services that have been fully rendered once the fiscal year ends.

2.3 Compensation awarded and due

C 2.3/1

Compensation Awarded and Due (Part I)

	Fixed compensation			Compensation for committee duties		
	2023		2022	2023		2022
	€ thousand	%	€ thousand	€ thousand	%	€ thousand
Serving Supervisory Board members as of Dec. 31, 2023						
Dr. Paul Achleitner	160	71.1	160	50	22.2	59
Dr. Simone Bagel-Trah	160	70.5	160	50	22.0	40
Horst Baier	160	48.1	160	150	45.0	121
Dr. Norbert W. Bischofberger	160	77.3	160	30	14.5	30
André van Broich	160	59.0	160	90	33.2	90
Ertharin Cousin	160	59.3	160	90	33.3	90
Yasmin Fahimi ¹	160	79.2	32	30	14.9	1
Dr. Barbara Gansewendt ²	160	66.4	108	60	24.9	40
Colleen A. Goggins	160	71.1	160	50	22.2	50
Francesco Grioli ²	160	83.3	108	20	10.4	13
Heike Hausfeld (Vice Chairwoman) ³	320	92.5	268	–	0.0	19
Frank Löllgen	160	59.7	160	90	33.6	90
Kimberly Mathisen ⁴	160	94.7	53	–	0.0	–
Andrea Sacher	160	67.2	160	60	25.2	50
Claudia Schade ²	160	93.0	108	–	0.0	–
Heinz Georg Webers ²	160	78.1	108	30	14.6	21
Alberto Weisser	160	60.6	160	80	30.3	73
Michael Westmeier ²	160	93.0	108	–	0.0	–
Prof. Dr. Otmar D. Wiestler	160	67.5	160	60	25.3	60
Prof. Dr. Norbert Winkeljohann (Chairman)	480	94.3	480	–	0.0	–
Supervisory Board members who stepped down in 2022 and 2023						
Dr. Thomas Elsner ⁵	–	0.0	52	–	0.0	20
Robert Gundlach ⁵	–	0.0	52	–	0.0	9
Reiner Hoffmann ⁶	–	0.0	117	–	0.0	13
Dr. Fei-Fei Li ⁷	–	0.0	107	–	0.0	–
Petra Reinbold-Knape ⁵	–	0.0	52	–	0.0	7
Michael Schmidt-Kießling ⁵	–	0.0	52	–	0.0	–
Oliver Zühlke ⁵	–	0.0	104	–	0.0	–

Compensation Awarded and Due (Part II)

	Attendance fees ⁸		Total compensation	
	2023		2022	
	€ thousand	%	€ thousand	€ thousand
Serving Supervisory Board members as of Dec. 31, 2023				
Dr. Paul Achleitner	15	6.7	23	242
Dr. Simone Bagel-Trah	17	7.5	24	224
Horst Baier	23	6.9	26	307
Dr. Norbert W. Bischofberger	17	8.2	20	210
André van Broich	21	7.8	24	274
Ertharin Cousin	20	7.4	24	274
Yasmin Fahimi ¹	12	5.9	2	35
Dr. Barbara Gansewendt ²	21	8.7	17	165
Colleen A. Goggins	15	6.7	26	236
Francesco Grioli ²	12	6.3	11	132
Heike Hausfeld (Vice Chairwoman) ³	26	7.5	23	310
Frank Löllgen	18	6.7	21	271
Kimberly Mathisen ⁴	9	5.3	6	59
Andrea Sacher	18	7.6	24	234
Claudia Schade ²	12	7.0	11	119
Heinz Georg Webers ²	15	7.3	12	141
Alberto Weisser	24	9.1	23	256
Michael Westmeier ²	12	7.0	11	119
Prof. Dr. Otmar D. Wiestler	17	7.2	20	240
Prof. Dr. Norbert Winkeljohann (Chairman)	29	5.7	30	510
Supervisory Board members who stepped down in 2022 and 2023				
Dr. Thomas Elsner ⁵	-	0.0	9	81
Robert Gundlach ⁵	-	0.0	8	69
Reiner Hoffmann ⁶	-	0.0	18	148
Dr. Fei-Fei Li ⁷	-	0.0	-	107
Petra Reinbold-Knape ⁵	-	0.0	9	68
Michael Schmidt-Kießling ⁵	-	0.0	9	61
Oliver Zühlke ⁵	-	0.0	11	115

¹ Member of the Supervisory Board since October 21, 2022

² Member of the Supervisory Board since April 29, 2022

³ Vice Chairwoman of the Supervisory Board since April 29, 2022

⁴ Member of the Supervisory Board since September 1, 2022

⁵ Member of the Supervisory Board until April 29, 2022

⁶ Member of the Supervisory Board until September 25, 2022

⁷ Member of the Supervisory Board until August 31, 2022

⁸ The individual figures in the table are rounded. Without rounding, attendance fees amounted to €349.5 thousand in total.

No compensation was paid or benefits granted to members of the Supervisory Board for personally performed services such as consultancy or agency services. The company has purchased insurance for the members of the Supervisory Board to cover their personal liability arising from their service on the Supervisory Board.

3. Development of Financial Performance and Annual Change in Compensation – Comparative Overview

The table below provides an overview of the development of the compensation awarded and due to current and former members of the Board of Management and Supervisory Board, the development of the average compensation of the employees, and the development of selected financial performance

indicators of the Bayer Group and Bayer AG over the past five years.

Former members of the Board of Management and Supervisory Board include all members with compensation awarded or due in 2023 who stepped down from the respective board within the past 10 years.

The compensation shown below for the employees, nonmanagerial employees and overall workforce in Germany includes the employees of Bayer AG, Leverkusen, Bayer Intellectual Property GmbH, Monheim am Rhein, and Pallas Versicherung Aktiengesellschaft, Leverkusen. From 2018, the figures do not include Animal Health employees. The employees of Bayer Business Services (BBS) GmbH, Leverkusen, are accounted for within Bayer AG, Leverkusen, from January 2020.

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Development of Compensation and Financial Performance – Comparative Overview¹

€ thousand	2019	2020	2021	2022	2023
Serving Board of Management members in 2023					
Bill Anderson (Chairman/CEO since June 1, 2023)	–	–	–	–	6,492
Werner Baumann (Chairman/CEO until May 31, 2023)	3,687	3,978	5,702	5,440	822
Sarena Lin (until August 31, 2023)	–	–	3,709	3,259	1,876
Wolfgang Nickl	1,714	1,315	2,996	2,908	1,290
Stefan Oelrich	2,676	2,129	3,644	2,584	1,254
Heike Prinz (since September 1, 2023)	–	–	–	–	550
Rodrigo Santos	–	–	–	2,836	1,396
Heiko Schipper	2,228	2,141	3,173	2,813	1,449
Former Board of Management members					
Werner Baumann ³	–	–	–	–	6,815
Liam Condon ^{2, 3}	2,523	2,104	8,249	–	155
Dr. Marijn Dekkers ²	141	(742)	650	664	716
Johannes Dietsch ²	(338)	(147)	(345)	12	120
Dr. Hartmut Klusik ^{2, 3}	5,158	72	(292)	(136)	(625)
Michael König ²	(331)	(232)	–	–	–
Sarena Lin ³	–	–	–	–	3,625
Kemal Malik ^{2, 3}	11,957	–	(363)	(223)	(711)
Erica Mann ²	–	(49)	(282)	(131)	–
Prof. Dr. Wolfgang Plischke	431	436	439	448	484
Dieter Weinand ²	–	(52)	(450)	(234)	–
Serving Supervisory Board members in 2023					
Dr. Paul Achleitner	204	199	237	242	225
Dr. Simone Bagel-Trah	137	133	174	224	227
Horst Baier	–	201	322	307	333
Dr. Norbert W. Bischofberger	171	166	192	210	207
André van Broich	205	200	247	274	271
Ertharin Cousin	34	133	182	274	270
Yasmin Fahimi	–	–	–	35	202
Dr. Barbara Gansewendt	–	–	–	165	241
Colleen A. Goggins	154	165	208	236	225
Francesco Grioli	–	–	–	132	192
Heike Hausfeld (Vice Chairwoman)	172	167	191	310	346
Frank Löllgen	208	200	246	271	268

C 3/1 (continued)

Development of Compensation and Financial Performance – Comparative Overview¹

€ thousand	2019	2020	2021	2022	2023
Kimberly Mathisen	–	–	–	59	169
Andrea Sacher	–	41	160	234	238
Claudia Schade	–	–	–	119	172
Heinz Georg Webers	–	–	–	141	205
Alberto Weisser	–	–	164	256	264
Michael Westmeier	–	–	–	119	172
Prof. Dr. Otmar D. Wiestler	171	166	213	240	237
Prof. Dr. Norbert Winkeljohann (Chairman)	290	367	473	510	509
Employees					
Average compensation for employees ⁴	108	106	104	122	123
Financial performance					
EBITDA before special items (€ million) (Bayer Group) ⁵	11,503	11,461	11,179	13,513	11,706
Core earnings per share (€) ⁶	6.40	6.39	6.51	7.94	6.39
Net income/loss (Bayer AG)	4,557	(2,547)	4,110	4,764	5,150

¹ For clarity, the table no longer contains the respective percentages.

² There is always a difference between the compensation awarded in previous years (due to a Board of Management member having fully performed their work duties up until their departure) and the actual payout effected years later under an LTI program. If the actual payout is lower than the awarded compensation shown for the previous years, it results in a negative amount being presented. If the payout is higher than the awarded compensation originally shown, it results in a positive amount being presented. Since the payout is only ever effected in the year after the four-year performance period ends, the above difference is not shown as awarded until the year of the payout in the case of departed Board of Management members. For serving Board of Management members, however, this takes place in the fourth year of the performance period. As such, pursuant to Section 162 of the Stock Corporation Act, no awarded compensation is usually shown for former Board of Management members in the year after they step down.

³ During the last year of service on the Board of Management, various agreements may potentially be reached under the respective termination agreements with respect to severance payments to cover compensation components already granted as well as indemnity payments. The severance payments comprise, for example, base compensation, STI and LTI and pension entitlements granted to them under their original Board of Management contract until its termination.

⁴ For technical reasons, the average compensation paid to employees is presented on an FTE basis, while Board of Management compensation is not. The average compensation of managerial and nonmanagerial employees comprises base compensation (for nonmanagerial employees under collective bargaining agreements: annual salary plus any shift bonuses and allowances depending on the position; for other employee groups: annual functional income), the annual bonus paid out in the fiscal year (short-term incentive (STI) payout based on actual target attainment in prior year), and the four-year stock-based compensation paid out in the fiscal year (where the respective employee groups are eligible to participate). For nonmanagerial employees, the 13th monthly salary and the contractually agreed vacation bonus were taken into account. Fringe benefits taken into account comprised employer contributions to social insurance and, for eligible employee groups, the budget provided for a company car. Expenditures for other fringe benefits (such as home security equipment or indemnity payments for lapsed variable compensation components granted by former employers) were not taken into account due to their irregular nature.

⁵ 2019–2022 as originally reported, forming basis for compensation

⁶ Core earnings per share from continuing operations, 2019–2022 as originally reported, forming basis for compensation

Leverkusen, February 22, 2024

Bayer Aktiengesellschaft

For the Board of Management:

Bill Anderson

Heike Prinz

Wolfgang Nickl

For the Supervisory Board:

Prof. Dr. Winkeljohann

AUDIT REPORT OF THE AUDITOR

To Bayer Aktiengesellschaft, Leverkusen/Germany

We have audited the accompanying compensation report of Bayer Aktiengesellschaft, Leverkusen/Germany, (“the Company”) for the financial year from January 1 to December 31, 2023, including the related disclosures, which has been prepared to comply with Section 162 German Stock Corporation Act (AktG). We have not audited the content of the foreword by the chairman of the supervisory board that goes beyond the scope of Section 162 AktG nor the section “Overview of Compensation in 2023”.

Responsibilities of the Executive Directors and of the Supervisory Board

The executive directors and the supervisory board of Bayer Aktiengesellschaft, Leverkusen/Germany, are responsible for the preparation of the compensation report, including the related disclosures, that complies with the requirements of Section 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they consider necessary to enable the preparation of a compensation report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Auditor’s Responsibilities

Our responsibility is to express an opinion on this compensation report, including the related disclosures, based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). These Standards require that we fulfill the professional responsibilities and that we plan and perform the audit so that we obtain reasonable assurance as to whether the compensation report, including the related disclosures, is free from material misstatements.

An audit involves performing audit procedures in order to obtain audit evidence for the amounts stated in the compensation report, including the related disclosures. The choice of the audit procedures is subject to the auditor’s professional judgment. This includes assessing the risk of material misstatements, whether due to fraud or error, in the compensation report, including the related disclosures. In assessing these risks, the auditor considers the system of internal control, which is

relevant to preparing the compensation report, including the related disclosures. Our objective is to plan and perform audit procedures that are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the Company's system of internal control. An audit also comprises an evaluation of the accounting policies used, of the reasonableness of accounting estimates made by the executive directors and the supervisory board as well as an evaluation of the overall presentation of the compensation report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the compensation report for the financial year from January 1 to December 31, 2023, including the related disclosures, complies, in all material respects, with the accounting principles of Section 162 AktG. Our audit opinion on the compensation report does not cover the content of the above-mentioned foreword by the chairman of the supervisory board that goes beyond the scope of Section 162 AktG nor the section "Overview of Compensation in 2023".

Other Matter – Formal Audit of the Compensation Report

The audit of the content of the compensation report described in this report comprises the formal audit required under Section 162 (3) AktG including the issuance of a report on this audit. Since our audit opinion on the audit of the content is unmodified, this audit opinion includes that the disclosures required under Section 162 (1) and (2) AktG are contained, in all material respects, in the compensation report.

Other Information

The supervisory board is responsible for the other information. The other information comprises the foreword by the chairman of the supervisory board on the compensation report and the section "Overview of Compensation in 2023".

Our audit opinion on the compensation report does not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

- is materially inconsistent with the compensation report or our knowledge obtained in the audit of the compensation report, or
- otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Intended Use of the Report

We issue this report as stipulated in the engagement letter agreed with the Company. The audit has been performed for the purposes of the Company and the report is solely intended to inform the Company about the result of the audit.

Liability

This report is not intended to be used by third parties as a basis for any (asset) decision. We are liable solely to Bayer Aktiengesellschaft, Leverkusen/Germany, and our liability is also governed by the engagement letter dated November 23/26, 2023 agreed with the Company as well as the "General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)" promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated January 1, 2017 (IDW-AAB). However, we do not accept or assume liability to third parties.

Munich/Germany, February 23, 2024

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

(Andreas Wermelt)

Wirtschaftsprüfer

(German Public Auditor)

(Michael Mehren

Wirtschaftsprüfer

(German Public Auditor)

As of the date of the Notice convening the Annual Stockholders' Meeting, the following documents in particular shall be available together with this Notice at www.bayer.com/stockholders-meeting:

- The annual financial statements (including the proposal of the Board of Management for the use of the distributable profit), the consolidated financial statements, the combined management report of Bayer Aktiengesellschaft and of the Bayer Group and the report of the Supervisory Board, in each case for the fiscal year 2023 (Agenda Item 1), together with the explanatory report by the Board of Management on takeover-related information, which forms part of the combined management report of Bayer Aktiengesellschaft and of the Bayer Group for the fiscal year 2023,
- Curricula vitae of Horst Baier, Ertharin Cousin, Lori Schechter, Dr. Nancy Simonian and Jeffrey Ubben including further information of relevance to the proposed election to the Supervisory Board (Agenda Item 4),
- Compensation system for the members of the Board of Management in the version effective January 1, 2024, as resolved upon by the Supervisory Board (Agenda Item 5),
- Compensation Report on the compensation of the members of the Board of Management and of the Supervisory Board for the fiscal year 2023 (Agenda Item 6),
- Report by the Board of Management in accordance with Section 71, Paragraph 1, No. 8 of the AktG in conjunction with Section 186, Paragraph 4, Sentence 2 of the AktG (Agenda Item 7),
- Control and Profit and Loss Transfer Agreement between the Company and Bayer CropScience Aktiengesellschaft, the joint report of the Company's Board of Management and the Board of Management of Bayer CropScience Aktiengesellschaft on the Control and Profit and Loss Transfer Agreement, the annual financial statements of the Company and of Bayer CropScience Aktiengesellschaft and the combined management reports of Bayer Aktiengesellschaft and the Bayer Group, in each case for the last three fiscal years (Agenda Item 8).

These documents will also be available during the Annual Stockholders' Meeting.

Total number of shares and voting rights

On the date of the Notice convening the Annual Stockholders' Meeting, the Company's capital stock was composed of 982,424,082 registered shares (no-par value shares), each of which conveys one vote.

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

The Board of Management, exercising the authorization granted to it at the Annual Stockholders' Meeting on April 28, 2023, has decided that the Annual Stockholders' Meeting will be held without the physical presence of stockholders or of their proxy holders at the venue of the Meeting (virtual Annual Stockholders' Meeting pursuant to Section 118a, Paragraph 1, Sentence 1 of the AktG and Article 13, Paragraph 2 of the Articles of Incorporation).

The Board of Management took the decision to hold the Annual Stockholders' Meeting as a virtual Meeting with the approval of the Supervisory Board and after careful consideration. In doing so, the Board of Management considered both the Company's positive experience of holding virtual Annual Stockholders' Meetings in the past and the fact that stockholders' rights in the virtual Meeting are very largely in line with their rights in a Meeting held in person. In addition, the Board of Management factored into its decision in particular the matters on the agenda, the objective of ensuring that stockholder participation is as broad as possible, and sustainability considerations and cost aspects.

In view of the fact that the Annual Stockholders' Meeting will be held as a virtual meeting, we would ask stockholders to give their attention in particular to the following information on registration, on video and audio transmission and joining the Meeting, and on how to exercise their stockholder rights in connection with the Annual Stockholders' Meeting.

The Annual Stockholders' Meeting will take place on the Company's business premises at Kaiser-Wilhelm-Allee 1b, 51373 Leverkusen, Germany, in the presence of the chair of the Meeting and 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.

The envisaged votes on Agenda Items 1 to 4 and 7 to 9 are binding and the envisaged votes on Agenda Items 5 and 6 are advisory. It is possible in each case to vote in favor or against or abstain or to refrain from voting.

All times indicated in this Notice 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. In terms of Coordinated Universal Time (UTC), UTC = CET minus one hour, and UTC = CEST minus two hours.

Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights

Only those stockholders who are entered in the Company's share register and have registered by the required date to participate in the virtual Annual Stockholders' Meeting are eligible to do so and to exercise stockholder rights, in particular voting rights. **Registrations** to participate in the Meeting must be received by the Company **at the latest by 24:00 on Friday, April 19, 2024**, at the following postal address or email address:

Bayer Aktiengesellschaft

c/o Computershare Operations Center

80249 Munich, Germany

Email: anmeldestelle@computershare.de

or submitted electronically by using the password-protected Annual Stockholders' Meeting internet service (hereinafter "**Stockholders' Portal**") at www.stockholders-portal.bayer.com and following the instructions given there.

Access authorization is necessary to use the Stockholders' Portal. The data required to access the Stockholders' Portal (stockholder number and individual access number) will be sent with the Annual Stockholders' Meeting documents. Stockholders who have registered with a password they have created themselves to receive the Notice of the Annual Stockholders' Meeting electronically are to use this password instead of the individual access number. The registration function for the Annual

Stockholders' Meeting and further functions related to the Annual Stockholders' Meeting are expected to be available on the Stockholders' Portal from Tuesday, April 2, 2024. Stockholders that are entered in the share register after 0:00 on April 5, 2024, will no longer receive the Annual Stockholders' Meeting documents with the necessary details for accessing the Stockholders' Portal without specifically requesting these, in line with the legal requirements. However, they may use the registration address indicated above to request the documents.

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 20, 2024, 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 28, 2024. 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 19, 2024. The technical record date is thus Friday, April 19, 2024, 24:00.

Intermediaries, stockholder associations and voting rights consultants, as well as persons with equivalent status under Section 135, Paragraph 8 of the AktG, require an authorization in order to exercise the voting rights for shares of which they are the registered holders but not the owners. Details relating to this authorization are provided in Section 135 of the AktG.

Further information on the registration process can be found on the registration form provided to stockholders and at www.bayer.com/stockholders-meeting.

Registration to participate in the Annual Stockholders' Meeting shall not block the shares for trading. Stockholders shall therefore remain free to dispose of their shares even after registering to participate in the Meeting. However, since only those stockholders who are entered in the share register on the date of the Annual Stockholders' Meeting shall be deemed to be stockholders of the Company, the disposal of shares may affect eligibility to attend and the entitlement to exercise voting rights.

Video and audio transmission of the entire Annual Stockholders' Meeting and joining the Annual Stockholders' Meeting electronically

All stockholders of the Company and any interested members of the public can follow the entire Annual Stockholders' Meeting on the internet on Friday, April 26, 2024, from 10:00 at www.bayer.com/stockholders-meeting. 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 register of participants will be available on the Stockholders' Portal before the first vote.

Exercise of voting rights by a proxy holder

Stockholders' voting rights may be exercised by a proxy holder, in particular by an intermediary, a stockholder association or a voting rights consultant. Registration by Friday, April 19, 2024, 24:00, shall also be required in these cases (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights").

The registration form provided to stockholders with the Annual Stockholders' Meeting documents may be used to appoint the proxy holders designated by the Company as proxy holders and to issue instructions to them, or to appoint other persons as proxy holders. A sample registration form will be made available to the stockholders at www.bayer.com/stockholders-meeting. The Stockholders' Portal (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights") also includes an (online) form that allows stockholders to issue a proxy and voting instructions to proxy holders designated by the Company or to issue a proxy to a third party when registering.

Stockholders who wish to issue a proxy to the proxy holders designated by the Company or another third party should note the following in particular:

Proxy holders designated by the Company

The Company offers its stockholders an opportunity to appoint proxy holders whom it has designated. The proxy holders designated by the Company will only exercise voting rights on the basis of the issued proxy if they have been issued voting instructions; they are obligated to vote in accordance with the instructions.

Proxies and voting instructions to proxy holders designated by the Company must be issued in text form (Section 126b of the German Civil Code (BGB)).

Proxies and voting instructions to proxy holders designated by the Company may be issued by letter, by email or electronically via the Stockholders' Portal. Registration by Friday, April 19, 2024, 24:00, shall be required in all cases (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights").

Proxies and voting instructions issued by letter must have arrived at the postal address indicated below by Thursday, April 25, 2024 (the date the letter is received). Proxies and voting instructions issued by email to the address indicated below must be received by the Company by Thursday, April 25, 2024, 24:00.

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

Email: anmeldestelle@computershare.de

Proxies and voting instructions may be issued via the Stockholders' Portal (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights") using the (online) form provided there up to the time when voting is closed by the chair on the day of the Meeting.

Additional information on the issuance of proxies and voting instructions to proxy holders designated by the Company can also be found on the registration form provided to stockholders with the Annual Stockholders' Meeting documents and on the website at www.bayer.com/stockholders-meeting.

Appointment of other persons as proxy holders

The following shall apply if a proxy is issued to a person other than a proxy holder designated by the Company who is not subject to the provisions of Section 135 of the AktG (in particular, the appointment of intermediaries, stockholder associations and voting rights consultants):

The issuance and cancellation of proxies and the provision of evidence of the appointment of a proxy holder to the Company must be in text form (Section 126b of the BGB). If the proxy is issued or canceled by means of a declaration to the Company, this declaration may be issued in text form (Section 126b of the BGB) by letter to the address indicated above by Thursday, April 25, 2024 (the date the post is received) or by email to the email address indicated above by Thursday, April 25, 2024, 24:00. It is possible to issue or cancel a proxy via the Stockholders' Portal (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights") up to the time when voting is closed by the chair on the day of the Meeting in regard to the exercise of voting rights and up until the Meeting is closed in regard to all other aspects.

If the proxy is not issued by means of a declaration to the Company, but instead by means of a declaration to the proxy holder, the Company may require evidence of the appointment as a proxy holder unless otherwise specified under Section 135 of the AktG. For electronic communication of evidence of the appointment of a proxy holder, the Company provides for transmission via email to the email address anmeldestelle@computershare.de. The submitted evidence of the appointment of a proxy holder must include either the name, date of birth and address of the stockholder, or the stockholder number, so that it can be correctly allocated to the relevant registration. The name and postal address of the designated proxy holder should also be provided.

In the case of proxies issued within the scope of Section 135 of the AktG (in particular to intermediaries, stockholder associations and voting rights consultants), text form is not required under Section 134, Paragraph 3, Sentence 3 of the AktG, nor do the Articles of Incorporation contain specific provisions for such a case. Consequently, the form in which intermediaries, stockholder associations and voting rights consultants, as well as persons with equivalent status under Section 135, Paragraph 8 of the AktG, are

issued a proxy need only comply with the statutory provisions applicable to this specific type of proxy, in particular the provisions of Section 135 of the AktG.

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. Proxy holders will require login details to access the Stockholders' Portal (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights"). These are sent to the proxy holder with the proxy card. In order to ensure that proxy holders receive their login details in good time, the declaration to the Company or the proof of the appointment of a proxy holder should be sent to the Company as early as possible. Registration by Friday, April 19, 2024, 24:00, shall be required in all cases (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights").

Exercise of voting rights by postal voting

Stockholders may also cast their votes by post. Postal votes can be submitted in writing in a letter, electronically by email or via the Stockholders' Portal. Registration by Friday, April 19, 2024, 24:00, shall be required in all cases (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights").

Postal votes in writing must have arrived at the postal address indicated below by Thursday, April 25, 2024 (the date the post is received). Postal votes by email to the address indicated below must be received by the Company by Thursday, April 25, 2024, 24:00:

Bayer Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany
Email: anmeldestelle@computershare.de

It is possible to submit postal votes via the Stockholders' Portal (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights") using the (online) form provided there up to the time when voting is closed by the chair on the day of the Meeting.

Other information on the exercise of voting rights

If voting rights are exercised on time through several channels (in a letter, by email, using the Stockholders' Portal or in accordance with Section 67c, Paragraph 1 and Paragraph 2, Sentence 3 of the AktG in conjunction with Article 2, Paragraphs 1 and 3 and Article 9, Paragraph 4 of Commission Implementing Regulation (EU) 2018/1212) as postal votes or the proxy holders designated by the Company are appointed and voting instructions are issued to them, these will be considered in the following order irrespective of the time of receipt: 1. via the Stockholders' Portal, 2. in accordance with Section 67c, Paragraph 1 and Paragraph 2, Sentence 3 of the AktG in conjunction with Article 2, Paragraphs 1 and 3 and Article 9, Paragraph 4 of Commission Implementing Regulation (EU) 2018/1212, 3. by email and 4. in a letter.

If declarations are received in the same way in more than one form of exercising voting rights, the following applies: postal votes take precedence over the appointment of proxy holders designated by the Company and issuing of instructions to them; appointment of proxy holders designated by the Company and issuing of instructions to them take precedence over appointment of an intermediary, a stockholder association, a voting rights consultant or a person equivalent to these pursuant to Section 135, Paragraph 8 of the AktG as proxy holder and issuing of instructions to them.

If an intermediary, a stockholder association, a voting rights consultant or a person equivalent to these pursuant to Section 135, Paragraph 8 of the AktG is not prepared to represent the stockholder, then the proxy holders designated by the Company will be regarded as appointed to represent the stockholder in accordance with the latter's instructions.

Additions to the agenda

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. 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. The calculation of the period of time for which shares are held is governed by Section 70 of the AktG.

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.

Countermotions and proposals for election

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 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 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 on Friday, April 19, 2024 (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights"). 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.

Right to submit statements

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 on Friday, April 19, 2024 (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights").

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. A statement must not exceed 10,000 characters in length (including spaces). 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 described separately in this Notice.

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 web page www.bayer.com/stockholders-meeting along with disclosure of the name of the stockholder submitting the statement.

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.

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 via the Stockholders' Portal (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights") on the day of the Meeting from 9:00. 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.

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. In addition, on request at the Meeting in accordance with Section 293g, Paragraph 3 of the AktG, any stockholder is to be provided with information on all matters at Bayer CropScience Aktiengesellschaft 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 (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights").

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.

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 (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights") and are possible from the beginning of the Meeting until it is closed by the chair.

Further explanatory information and publications on the web page

This Notice, further explanatory information on the rights of stockholders and additional details pursuant to Section 124a of the AktG, as well as the overview containing information pursuant to Section 125 of the AktG in conjunction with Article 4 and Annex Table 3 of Commission Implementing Regulation (EU) 2018/1212, can be found on the Annual Stockholders' Meeting web page at www.bayer.com/stockholders-meeting.

Data privacy

Personal data will be processed in connection with the Annual Stockholders' Meeting. Please see www.bayer.com/stockholders-meeting for detailed information on data privacy. Stockholders who appoint a proxy holder are kindly asked to communicate this data privacy information to the proxy holder.

Leverkusen, March 2024

Bayer Aktiengesellschaft

The Board of Management

This translation is provided for convenience only.

The German version is the sole legally binding version.

Masthead**Publisher**

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English edition

Translation Operations
SCGermany

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

Date of publication

Monday, March 11, 2024

Bayer on the internet

www.bayer.com

ISSN 0343/1975

Forward-Looking Statements:

This release may contain forward-looking statements based on current assumptions and forecasts made by Bayer management. Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. These factors include those discussed in Bayer's public reports which are available on the Bayer website at www.bayer.com. The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.



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