



Notice

**of the Annual Stockholders' Meeting
of Bayer AG
on April 24, 2026**

Health for all, Hunger for none

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Bayer Aktiengesellschaft
Leverkusen
– ISIN DE000BAY0017 –
Notice convening
the Annual Stockholders' Meeting
on April 24, 2026,
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 24, 2026, at 10:00.

Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report for 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 2025, and resolution on the use of the distributable profit

The Board of Management and the Supervisory Board propose that the entire distributable profit of EUR 108,066,649.02 reported in the annual financial statements for the fiscal year 2025 be used to pay a dividend of EUR 0.11 per share carrying dividend rights.

The amount of the dividend is determined on the basis of 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 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 Annual Stockholders' Meeting, to the effect that the proposed dividend shall remain unchanged at EUR 0.11 per share 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 April 29, 2026.

The annual financial statements prepared by the Board of Management on February 27, 2026, were approved by the Supervisory Board on March 3, 2026, in accordance with Section 172, Sentence 1 of the AktG; the annual financial statements are thus adopted. The Supervisory Board also approved the consolidated financial statements. A resolution on the adoption 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 not 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 a resolution, with the exception of the resolution on the use of the distributable profit. All of the above-mentioned documents are available online at www.bayer.com/stockholders-meeting and can also be accessed there during the Annual Stockholders' Meeting.

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 2025 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 2025 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, 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 forthcoming 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 five women and five men, thus the minimum quota is currently being fulfilled.

The terms of office of the stockholders' representatives Paul Achleitner and Colleen A. Goggins end on conclusion of the 2026 Annual Stockholders' Meeting. New elections are therefore required.

The Supervisory Board proposes that the following candidates be elected to the Supervisory Board with effect from the end of the 2026 Annual Stockholders' Meeting 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 2029:

1) **Marcel Smits**, Singapore

Director at SF Investment Management Pte. Ltd.

Memberships on statutory supervisory boards:

- none

Memberships in comparable supervising bodies of German or foreign corporations:

- Member of the Board of Directors (non-executive) of Entobel Holding Pte. Ltd.
- Member of the Board of Directors (non-executive) of Pacific Hybreed, Inc.

2) **Alfred Stern**, Bisamberg, Austria

Chairman of the Executive Board and Chief Executive Officer at OMV Aktiengesellschaft (until August 31, 2026)

Memberships on statutory supervisory boards:

- none

Memberships in comparable supervising bodies of German or foreign corporations:

- President of the Supervisory Board (Consiliul de Supraveghere) of OMV Petrom S.A. (until August 31, 2026 / OMV group, listed)
- Chairman of the Supervisory Board (Aufsichtsrat) of Borealis GmbH (until August 31, 2026 / OMV group)
- Member of the Supervisory Board (Aufsichtsrat) of Borouge Group International AG (until August 31, 2026 / OMV group)
- Member of the Board of Directors (non-executive) of Air Products and Chemicals, Inc. (listed)

The elections to the Supervisory Board are to be held as individual elections and in each case for a term of four years. With the proposed term of office of four years the Company is taking into consideration the expectations of international investors in particular. Bayer is making use of the option provided for 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).

These election 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 Supervisory Board has satisfied itself that Marcel Smits and Alfred Stern are able to meet the expected time commitment for performing their Supervisory Board duties, taking into account their seats on other boards.

The Supervisory Board regards Marcel Smits and Alfred Stern as independent. The Supervisory Board does not consider there to be any personal or business relationships between Marcel Smits and Alfred Stern 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.

Further information can be found in the curriculum vitae of Marcel Smits and Alfred Stern, which are available online at www.bayer.com/stockholders-meeting and will also be accessible there during the Annual Stockholders' Meeting.

5. 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 2025 Compensation Report, which has been prepared and audited in accordance with Section 162 of the AktG.

The Compensation Report for fiscal 2025 and the auditor's report are available online at www.bayer.com/stockholders-meeting and will also be accessible there during the Annual Stockholders' Meeting. 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 disclosed. 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 fiscal 2025 prepared and audited in accordance with Section 162 of the AktG be approved.

6. Election of the auditor for the annual financial statements, the auditor for the review of the half-year and interim financial reports for the third quarter of fiscal 2026, if applicable, and the auditor for the Sustainability Report

Based on the recommendations of the Audit Committee, the Supervisory Board proposes the following:

- 1) Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, Germany, shall be elected auditor of the annual and consolidated financial statements for 2026, and also to review, if applicable, the condensed financial statements and interim management report as of June 30, 2026, and if applicable, the condensed financial statements and interim management reports as of September 30, 2026, if these are prepared.

The Audit Committee has declared that its proposal is free from undue third-party interference and that it was not subject to any clause of a contract that would restrict the selection of a statutory auditor as defined in Article 16, Paragraph 6 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 (EU Audit Regulation).

- 2) Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, Germany, shall be elected auditor of the Sustainability Report for fiscal 2026.

The election of an auditor of the Sustainability Report is proposed as a precautionary measure for the event that the national legislator stipulates such an election by the Annual Stockholders' Meeting in relation to corporate sustainability reporting when implementing Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 as amended in Directive (EU) 2025/794 of the European Parliament and of the Council of April 14, 2025.

7. Election of the auditor for the review of the interim report for the first quarter of fiscal 2027, if applicable

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, be elected to review the condensed financial statements and interim management report, if applicable, as of March 31, 2027.

According to the EU Audit Regulation, Bayer Aktiengesellschaft is obliged to change its auditor at defined intervals. In line with this obligation, a new auditor will be appointed for fiscal 2027. The recommendation of the Audit Committee was preceded by a selection procedure conducted in accordance with Article 16 of the EU Audit Regulation. Following this process, the Audit Committee submitted a recommendation to the Supervisory Board proposing PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, and KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, for the tendered auditor mandate together with the reasons for this decision and expressed a justified preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany. The Audit Committee also declared that its proposal was free from undue third-party interference and that it was not subject to any clause of a contract that would restrict the selection of a statutory auditor as defined in Article 16, Paragraph 6 of the EU Audit Regulation.

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From 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 and will also be available there during the Annual 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 2025 (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 2025,
- Curriculum vitae of Marcel Smits and Alfred Stern including any additional information relevant to the proposed election to the Supervisory Board (Agenda Item 4),
- Compensation Report on the compensation of the members of the Board of Management and of the Supervisory Board for the fiscal year 2025 (Agenda Item 5),

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 25, 2025, with a majority of 75.62 percent, 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 decision to hold the Annual Stockholders' Meeting as a virtual meeting has been taken after careful consideration by the Board of Management and with the approval of the Supervisory Board. In addition to the positive experiences with the virtual Annual Stockholders Meetings that have already been held, the Board of Management has in particular taken steps to ensure that the rights of the stockholders are upheld in such a way as to ensure that participants of a virtual meeting enjoy the same main advantages associated with an Annual Stockholders' Meeting held in person. The stockholders are granted comprehensive rights to speak and to submit questions and motions, and are able to exercise these rights live during the Annual Stockholders' Meeting, i.e. in direct dialog with the management by means of video communication. In making its decision, the Board of Management paid particular attention to the items on the agenda and to ensuring that stockholder participation would be as broad as possible, as well as taking into account sustainability considerations and cost aspects.

The virtual Annual Stockholders' Meeting format gives stockholders uncomplicated electronic access to the Annual Stockholders' Meeting irrespective of their location, and enables them to exercise their rights to speak and to submit questions and motions efficiently and without using resources for traveling to and from the venue. Stockholders from outside Germany who have already made use of the right to speak and ask questions in the Company's virtual Annual Stockholders' Meetings likewise benefit.

The Company views this as proof of its efforts to facilitate participation in the virtual Annual Stockholders' Meeting. The virtual format has also proved successful from a technical perspective.

The Company has received positive feedback from key stockholders about the Annual Stockholders' Meeting being held as a virtual event. The Company has taken stockholders' comments and suggestions on ways it can improve the virtual Annual Stockholders' Meeting into consideration. The Company intends to continue looking into ways it can enhance the virtual format, taking into account the feedback from its stockholders, and implementing suggestions where appropriate.

In view of the fact that the Annual Stockholders' Meeting will be held as a virtual meeting, we would ask stockholders to pay careful attention to the following information on registration, on audio and video 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 members of the Board of Management intend to be physically present at the venue of the Annual Stockholders' Meeting and all 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 audio and video 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 audio and video 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 6 to 7 are binding and the envisaged vote on Agenda Item 5 is 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 28, 2026, and in Central European Summer Time (CEST) as of March 29, 2026. 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 17, 2026**, 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.

or, in accordance with Section 67c of the AktG, have been received via intermediaries using the above-mentioned postal or email address, the Stockholders' Portal or the SWIFT address SWIFT: CMDHDEMXXX; instructions as per ISO 20022 (authorization via SWIFT Relationship Management Application (RMA) required).

Authorization is required to access 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 other functions related to the Annual Stockholders' Meeting are expected to be available in the Stockholders' Portal from Thursday, March 26, 2026. Stockholders that are entered in the share register after 0:00 on April 3, 2026, will no longer automatically receive the Annual Stockholders' Meeting documents with the necessary details for accessing the Stockholders' Portal without specifically requesting them, 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 stockholders 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 18, 2026, up to and including the date of the Annual Stockholders' Meeting and the following weekend, i.e. up to and including Sunday, April 26, 2026. 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 17, 2026. The technical record date is thus the end (i.e. 24:00) of Friday, April 17, 2026.

Intermediaries, stockholder associations and voting rights consultants, as well as any person 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 in the Annual Stockholders' Meeting documents sent 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, a disposal of shares may affect eligibility to attend the Annual Stockholders' Meeting and the entitlement to exercise voting rights.

Audio and video 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 24, 2026, 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 audio and video transmission of the entire Meeting. Stockholders and their proxy holders can only join the Meeting electronically and be included in the register of participants if they access the Meeting through the Stockholders' Portal 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 17, 2026, 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 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. Sample registration forms, proxy voting forms, voting instruction forms and postal voting forms are also available online for use by the stockholders at www.bayer.com/stockholders-meeting.

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

Stockholders may appoint proxy holders who have been designated by the company. 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 must 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, electronically via the Stockholders' Portal or in accordance with Section 67c of the AktG via intermediaries. Registration by Friday, April 17, 2026, 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 23, 2026 (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 23, 2026, 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.

In addition, in accordance with Section 67c of the AktG, intermediaries can submit proxies and voting instructions via the SWIFT address SWIFT: CMDHDEMXXX (instructions as per ISO 20022 authorization via SWIFT Relationship Management Application (RMA) required). Proxies and voting instructions sent via the SWIFT address must be received by Thursday, April 23, 2026, 24:00.

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 revocation 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 revoked 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 postal address indicated above by Thursday, April 23, 2026 (the date the post is received) or by email to the email address indicated above by Thursday, April 23, 2026, 24:00. It is possible to issue or revoke 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. In addition, in accordance with Section 67c of the AktG, intermediaries can use the SWIFT address SWIFT: CMDHDEMXXX (instructions as per ISO 20022 authorization via SWIFT Relationship Management Application (RMA) required) for the issuance or revocation of proxies. The issuance or revocation of proxies sent via the SWIFT address must be received by Thursday, April 23, 2026, 24:00.

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. Proof of the appointment of a proxy holder can be submitted electronically to the email address anmeldestelle@computershare.de. Any proof submitted in relation to 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.

Where proxies are 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 17, 2026, 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, via the Stockholders' Portal or in accordance with Section 67c of the AktG via intermediaries. Registration by Friday, April 17, 2026, 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 23, 2026 (the date the post is received). Postal votes by email to the address indicated below must be received by the Company by Thursday, April 23, 2026, 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.

In addition, in accordance with Section 67c of the AktG, intermediaries can submit postal votes via the SWIFT address SWIFT: CMDHDEMXXX (instructions as per ISO 20022 authorization via SWIFT Relationship Management Application (RMA) required). Postal votes sent via the SWIFT address must be received by Thursday, April 23, 2026, 24:00.

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 of the AktG via intermediaries using the above mentioned SWIFT address) as postal votes or the proxy holders designated by the Company are appointed and voting instructions are issued to them through several channels, these will be considered in the following order irrespective of the time of receipt: 1. via the Stockholders' Portal, 2. via intermediaries using the above-mentioned SWIFT address pursuant to Section 67c of the AktG, 3. by email and 4. by 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 demand that items 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 24, 2026. Applicants who submit such requests 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.

Counter motions and proposals for election

Stockholders may submit counter motions and proposals for election relating to items on the agenda to the Company before the Annual Stockholders' Meeting. The Company will make available any counter motions 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 9, 2026, to the following address

Bayer Aktiengesellschaft
Building K56 , 5A (Legal Department)
Kaiser-Wilhelm-Allee 70
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 17, 2026 (see “Prerequisites for participation in the virtual Annual Stockholders’ Meeting and exercise of voting rights”). If the stockholder submitting a motion or a 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 regarding items 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 17, 2026 (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 18, 2026, 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 19, 2026 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 prior to the spoken contribution is made, and to reject such a spoken contribution if proper functioning is not ensured.

Spoken contributions 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. It is only possible to test the functioning of a limited number of connections at a given time. If the capacity limit is reached, stockholders will be given the opportunity to enter into the virtual waiting room one after another after the Meeting has started to check whether video communication is functioning properly.

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 the Board of Management does not have a 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 line with Section 131, Paragraph 1f of the AktG, the Chair plans to establish that the right to information and to ask follow-up questions may be exercised at the Meeting exclusively by means of video communication via the Stockholders' Portal (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights").

Pursuant to Section 131, Paragraphs 4 and 5 of the AktG, stockholders that have joined the Meeting may submit requests by means of electronic communication, or likewise via the Stockholders' Portal (see "Prerequisites for participation in the virtual Annual Stockholders' Meeting and exercise of voting rights").

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 can be made 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 2026

Bayer Aktiengesellschaft

The Board of Management

This translation is provided for convenience only.

The German version is the sole legally binding version.

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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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