

**Excerpt of the Articles of Incorporation of Bayer Aktiengesellschaft
(Markup version compared to version as of June 3, 2020)**

§ 12 Compensation of the Supervisory Board

- (1) Each member of the Supervisory Board shall receive fixed annual compensation in the amount of EUR ~~160,000~~~~132,000~~. Members of the Supervisory Board who are also members of a committee shall receive additional compensation.
 - a. The additional compensation shall amount to EUR ~~120,000~~~~132,000~~ for the ~~chairman~~Chairperson of the Audit Committee and EUR ~~60,000~~~~66,000~~ for all other members of ~~the Audit~~that Committee.
 - b. The additional compensation shall amount to EUR 40,000 for the chairpersons of the Presidial Committee and the Nominations Committee and EUR 20,000 for all other members of those committees.
 - c. The additional compensation shall amount to EUR ~~60,000~~~~66,000~~ for the chairpersons of other committees and EUR ~~30,000~~~~33,000~~ for other members of other committees.

A Supervisory Board member who is ~~exceeded~~, a member of more than three committees shall receive compensation ~~shall be based on only~~ for the ~~two~~three functions with the highest compensation.
- (2) Instead of the compensation according to ~~P~~paragraph 1, the ~~Chairman~~Chairperson of the Supervisory Board shall receive fixed annual compensation of EUR ~~480,000~~~~396,000~~, and the Vice ~~Chairman~~Chairperson shall receive EUR ~~320,000~~~~264,000~~. This fixed annual compensation also covers membership and chairmanship of committees.
- (3) Supervisory Board members who have been members of the Supervisory Board or of one of its committees or who have ~~held the position of chairman~~served as Chairperson or Vice ~~Chairman~~Chairperson of the Supervisory Board or ~~have chaired~~as Chairperson of one of its committees for only part of ~~the~~ fiscal year shall receive ~~a~~lower compensation on a pro rata basis.
- (4) The members of the Supervisory Board shall additionally receive an attendance fee of EUR ~~1,500~~~~1,000~~ each time they ~~personally~~attend a meeting of the Supervisory Board ~~and its committees. The~~or of a committee – whether in person, by telephone or virtually. If multiple meetings are held on one day, only one attendance fee shall be paid ~~only once even when several meetings are held on one day.~~
- (5) The compensation shall be paid after the end of the ~~relevant~~ fiscal year.

(6) The Company shall reimburse to the Supervisory Board members the expenses incurred through the exercise of their office, including any value-added tax payable on their compensation and on the reimbursement of their expenses. The Company may take out liability insurance for the **benefit of the** members of the Supervisory Board to cover their legal liability arising from their activities as members of the Supervisory Board.

This translation is provided for convenience only.

The German version is the sole legally binding version.