Proxy Card for the Proxy Holder

I / We hereby authorize this person to represent me / us at the Virtual Stockholders’ Meeting of Bayer AG and to exercise all rights relating to the meeting. He / She has the right to issue sub-proxies to third parties.

Votes can be cast by means of the proxy card to be sent by regular mail to the proxy holder.

The proxy holder can send the proxy card by regular mail (to be received by April 27, 2020) to Bayer AG, Aktionärsservice, Postfach 1460, 61365 Friedrichsdorf, Germany. Alternatively, the proxy card can be sent by email to bayer.hv@linkmarketservices.de or by fax to +49 69 2222 34280 until April 28, 2020 – up to the time when the chairman of the meeting has announced that voting on the agenda items will soon be concluded.

Postal Vote

Please send your completed ballot in the attached business reply envelope to reach us by the deadline of April 21, 2020.

Power of Attorney and Instructions

The voting rights must be exercised in accordance with legal requirements and the Articles of Association pursuant to the power of attorney and instructions below.

3a Power of attorney and instructions to the company proxies of Bayer AG

To register your stock portfolio, please return the power of attorney and instructions to us by April 21, 2020 (deadline for receipt). You may use the enclosed return envelope for this purpose.

I/We hereby grant power of attorney to Ms. Claudia Linder, Leverkusen and to Dr. Stephan Semrau, Leverkusen, each individually and with the right to grant subpowers of attorney, and instruct them to vote for management proposals on all agenda items. In this case, instructions on the reverse may be disregarded.

I/We hereby grant power of attorney to Ms. Claudia Linder, Leverkusen and to Dr. Stephan Semrau, Leverkusen, each individually and with the right to grant subpowers of attorney, and instruct them to vote in accordance with the individual instructions (overleaf).

3b Power of attorney and instructions to a bank/association of shareholders/other intermediary

We ask our Stockholders to inquire as to whether a bank/association of shareholders/other intermediary agrees to exercise their voting rights before transferring these rights. Please send this power of attorney to the bank/association of shareholders/other intermediary of your choice allowing enough time for them to register with us by April 21, 2020 (deadline for receipt). The enclosed return envelope cannot be used in such cases.

I/We hereby grant power of attorney to the following bank/association of shareholders/other intermediary and instruct it to vote for management proposals on all agenda items.

I/We hereby grant power of attorney to the following bank/association of shareholders/other intermediary and instruct it to vote in accordance with its voting proposals or where required the individual instructions (overleaf).
VOTING INSTRUCTIONS
Please make your selection by entering an »X« in the appropriate box. Check the “Yes” box if you wish to vote in favor of the motion and the “No” box if you wish to vote against it. If you do not make a selection or check the “Abstain” box, your instruction will be considered as an abstention. If you check more than one box, your selection will be deemed invalid.

AGENDA ITEMS
For the complete version of the agenda, please see the enclosed printed Notice of the Annual Stockholders’ Meeting.

1. Distribution of the profit

2. Ratification of the actions of the Board of Management

3. Ratification of the actions of the Supervisory Board

4. Supervisory Board elections
   a) Ertharin Cousin
   b) Prof. Dr. med. Dr. h.c. mult. Otmar D. Wiestler
   c) Horst Baier

5. Compensation system for the Board of Management

6. Compensation of the Supervisory Board

7. Amendment of Articles - Supervisory Board members’ term

8. Election of the Auditor (full-year, half-year and Q3 2020; Q1 2021)