



# Corporate Governance Shareholder Deck

March 2020





## Cautionary Statements Regarding Forward-Looking Information

This presentation 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 <http://www.bayer.com/>.

The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.



# A Global Leader in Health and Nutrition

Science For A Better Life

We leverage science to address urgent societal needs – with the ultimate vision *Health for all, hunger for none*

## Our Core Businesses Create Substantial Value

### Crop Science

- Solid performance in challenging environment, substantial increase in earnings due to acquired business
- Integration and synergy realization ahead of target

### Pharmaceuticals

- Continued growth and franchise development

### Consumer Health

- Sales growth - earnings at prior-year level despite divestments

### Address Megatrends through 2050

- Aging population
- Growing population
- Pressure on ecosystems

### 2022 Efficiency Growth Targets

- Overall contribution target of ~€2.6bn by 2022
- Implementation well on track

### Portfolio Measures

- Coppertone, Derma Rx, Dr. Scholl's and Currenta divestments closed
- Sale of Animal Health signed
- Acquired BlueRock Therapeutics

## We Are a Major Global Player

87

Countries  
with local Bayer presence

104<sub>k</sub>

Employees  
25,000 of which in Germany

€43.5<sub>bn</sub>

Sales

€11.5<sub>bn</sub>

EBITDA  
Before special items

€5.3<sub>bn</sub>

R&D Investments  
Expense ratio of 12% with regards to sales

€4.2<sub>bn</sub>

Free cash flow\*



# Demonstrated Responsiveness to Shareholder Feedback

Significant actions taken since 2019 AGM, including in response to shareholder input

In 2019, we reached out to **more than 500 shareholders** representing **almost 60%** of outstanding shares  
 Held meetings on governance topics with the **Chairman of the Supervisory Board** and our **top 25** active shareholders

Responsible Board	Topics Discussed with Shareholders	Actions Taken
Management	Business Strategy	<ul style="list-style-type: none"> <li>✓ Continued to execute on plans to realign business portfolio, including divesting Animal Health, 60% stake in Currenta, Copperstone, and Dr. Scholl's</li> <li>✓ Significant focus on investment in research and development</li> </ul>
	Sustainability	<ul style="list-style-type: none"> <li>✓ Announced new sustainability targets for 2030</li> </ul>
Supervisory	Risk Oversight & Glyphosate Litigation	<ul style="list-style-type: none"> <li>✓ Announced intent to publish (1) a voluntary audit to review M&amp;A due diligence processes, (2) the legal assessment of the Board of Management's duties in relation to the Monsanto transaction, and (3) an independent review of the legal opinions the Board of Management obtained on potential glyphosate litigation risks</li> <li>✓ Established Glyphosate Litigation Committee comprised of 8 Supervisory Board members</li> <li>✓ Appointed John H. Beisner as legal advisor to Supervisory Board and Committee</li> <li>✓ Endorsed the appointment of Ken Feinberg as mediator</li> </ul>
	Board & Management Leadership	<ul style="list-style-type: none"> <li>✓ Announced Prof. Dr. Norbert Winkeljohann will succeed Werner Wenning as Chairman and Mr. Wenning will retire effective at the AGM</li> <li>✓ Adding Horst Baier, who will bring expertise in accounting and human capital management, to the Supervisory Board at the AGM</li> <li>✓ Added Ertharin Cousin, who brings expertise in nutrition and agriculture, to the Supervisory Board in Nov. 2019</li> <li>✓ Reduced the Board of Management from 7 to 5 members</li> <li>✓ Board skills matrix included in the 2019 Annual Report</li> </ul>
	Remuneration	<ul style="list-style-type: none"> <li>✓ Redesigned the Board of Management remuneration program to reduce complexity and improve alignment to strategy</li> <li>✓ Included an sustainability component to the plan beginning 2020</li> <li>✓ Introduced free cashflow as metric in short-term plan to focus on liquidity and ROCE to long-term plan to focus on capital performance, beginning 2020</li> <li>✓ Enhanced malus/clawback clause for all variable pay elements</li> </ul>



# Overview of Governance System and Board Skills

## Supervisory Board

(Control level)

- // Oversees and advises Board of Management
- // Directly involved in decisions on matters of fundamental importance to the company
- // Significant reservations of approval
- // Involvement in discussion and approval of Group strategy
- // Responsible for the remuneration system of the Board of Management
- // Comprises 50% stockholder (10) and 50% (10) employee representatives

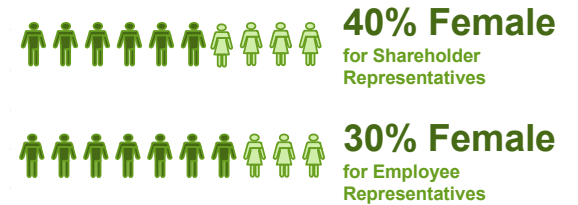


**Achieved our composition targets, including gender, age, international expertise, and skills, ensuring we have a balanced and diverse Supervisory Board**

### Balanced Skills Among Supervisory Board Members (Shareholder)<sup>1</sup>



### Gender Structure



### Age Range<sup>1</sup>

# 49-73

relatively equal distribution

advises, oversees,  
appoints, dismisses



reports to

## Board of Management

(Executive level)

- // Develops and executes group strategy
- // Operates the company within frame set by supervisory board
- // Full operational accountability

### Strengthened Board of Management as a result of robust refreshment with 3 new members in the last 2 years

<b>Werner Baumann</b> <i>CEO &amp; Chairman</i>	<ul style="list-style-type: none"> <li>// CEO &amp; Chairman at Bayer since 2016</li> <li>// Former Chief Strategy and Portfolio Officer and former CFO of Bayer</li> </ul>
<b>Wolfgang Nickl</b> <i>Finance</i>	<ul style="list-style-type: none"> <li>// Chief Financial Officer at Bayer since 2018</li> <li>// Former Executive VP and CFO of Western Digital and ASML</li> </ul>
<b>Stefan Oelrich</b> <i>Pharmaceuticals</i>	<ul style="list-style-type: none"> <li>// Head of the Pharmaceuticals Division at Bayer since 2018</li> <li>// Former Executive VP, Diabetes &amp; Cardiovascular, of Sanofi</li> </ul>
<b>Heiko Schipper</b> <i>Consumer Health</i>	<ul style="list-style-type: none"> <li>// President of the Consumer Health Division at Bayer since 2018</li> <li>// Former CEO of Nestle Nutrition and a member of the Nestle Group Executive Board</li> </ul>
<b>Liam Condon</b> <i>Crop Science</i>	<ul style="list-style-type: none"> <li>// President of the Crop Science Division at Bayer since 2012</li> <li>// Former Head of Bayer Healthcare for Germany</li> </ul>

<sup>1</sup> Based on 2019 Annual Report and does not reflect the recent announcement on Werner Wenning's retirement and Horst Baier joining the Supervisory Board.



# 20 Members of the Supervisory Board...

50% of representatives elected by stockholders, 50% elected by employees\*

**Shareholder Representatives**

**Former Chairman (Oct. 2012)**  
Werner Wenning

**New Chairman (May 2018)**  
Prof. Dr. Winkeljohann

**Dr. Paul Achleitner (Apr. 2002)**

**Dr. rer. nat. Simone Bagel-Trah (Apr. 2014)**

**Dr. Norbert W. Bischofberger (Apr. 2017)**

**New Director (Oct. 2019)**  
Ertharin Cousin

**Johanna W. (Hanneke) Faber (Apr. 2016)**

**Colleen A. Goggins (Apr. 2017)**

**New Director (Apr. 2020)**  
Horst Baier

**Prof. Dr. Wolfgang Plischke (Apr. 2016)**

**Prof. Dr. Dr. h.c. Otmar D. Wiestler (Oct. 2014)**

**Employee Representatives**

**Vice Chairman (Jul. 2015)**  
Oliver Zühlke

**Dr. Thomas Elsner (Apr. 2017)**

**Heike Hausfeld (Apr. 2017)**

**Reiner Hoffmann (Oct. 2006)**

**Frank Löllgen (Nov. 2015)**

**Petra Reinbold-Knape (Apr. 2012)**

**New Director (Dec. 2019)**  
Robert Gundlach

**Sabine Schaab (Oct. 2017)**

**Michael Schmidt-Kießling (Apr. 2012)**

**André van Broich (Apr. 2012)**

\*in accordance with German Codetermination Act (Date) indicates when the member joined the Board



# Committee Responsibilities and Board Review Processes

Our robust review processes ensure that our Supervisory Board and its committees are operating efficiently

Supervisory Board Risk Oversight Focus Areas	Presidial Committee	Audit Committee	Human Resources Committee	Nominations Committee	Innovation Committee	Glyphosate Litigation Committee <sup>1</sup>
<ul style="list-style-type: none"> <li>// Evaluate the conclusions of the non-discharge of the Board of Management</li> <li>// Approved publication of the special audit, legal assessment of the Board of Management's duties on the Monsanto transaction, and the independent review on the legal opinions received regarding risk of glyphosate litigation</li> <li>// Glyphosate litigation</li> <li>// Review of proposed divestments</li> <li>// Bayer 2022 Efficiency Program</li> </ul>	<ul style="list-style-type: none"> <li>// Possess certain decision making powers in connection with capital measures, such as the power to make editorial amendments to the Articles of Incorporation</li> </ul>	<ul style="list-style-type: none"> <li>// Oversight of accounting, financial reporting, internal control system development, as well as risk management and audit systems</li> </ul>	<ul style="list-style-type: none"> <li>// Prepares the personnel decisions of the full Supervisory Board</li> <li>// Discusses the long-term succession planning for the Board of Management</li> </ul>	<ul style="list-style-type: none"> <li>// Suggests suitable candidates for the Supervisory Board based on skills, experience, &amp; diversity</li> </ul>	<ul style="list-style-type: none"> <li>// Concerned with innovation management, strategy for the protection of intellectual property, and major R&amp;D programs</li> </ul>	<ul style="list-style-type: none"> <li>// Monitors glyphosate litigation, makes recommendations on the litigation strategy</li> <li>// Advises, with the aid of legal advisor John H. Beisner who is a US lawyer and expert in product liability litigation</li> </ul>

## Board Review Processes: Ensuring Efficiency

**1 Internal Review**

- // Performed **every two years**
- // In line with German Corporate Governance Code
- // Written survey conducted among all members as **self evaluation**
- // Chairman conducts **bilateral meetings** with each member
- // Results discussed with the Supervisory Board
- // Next internal review will be conducted in 2020

**2 External Efficiency Review**

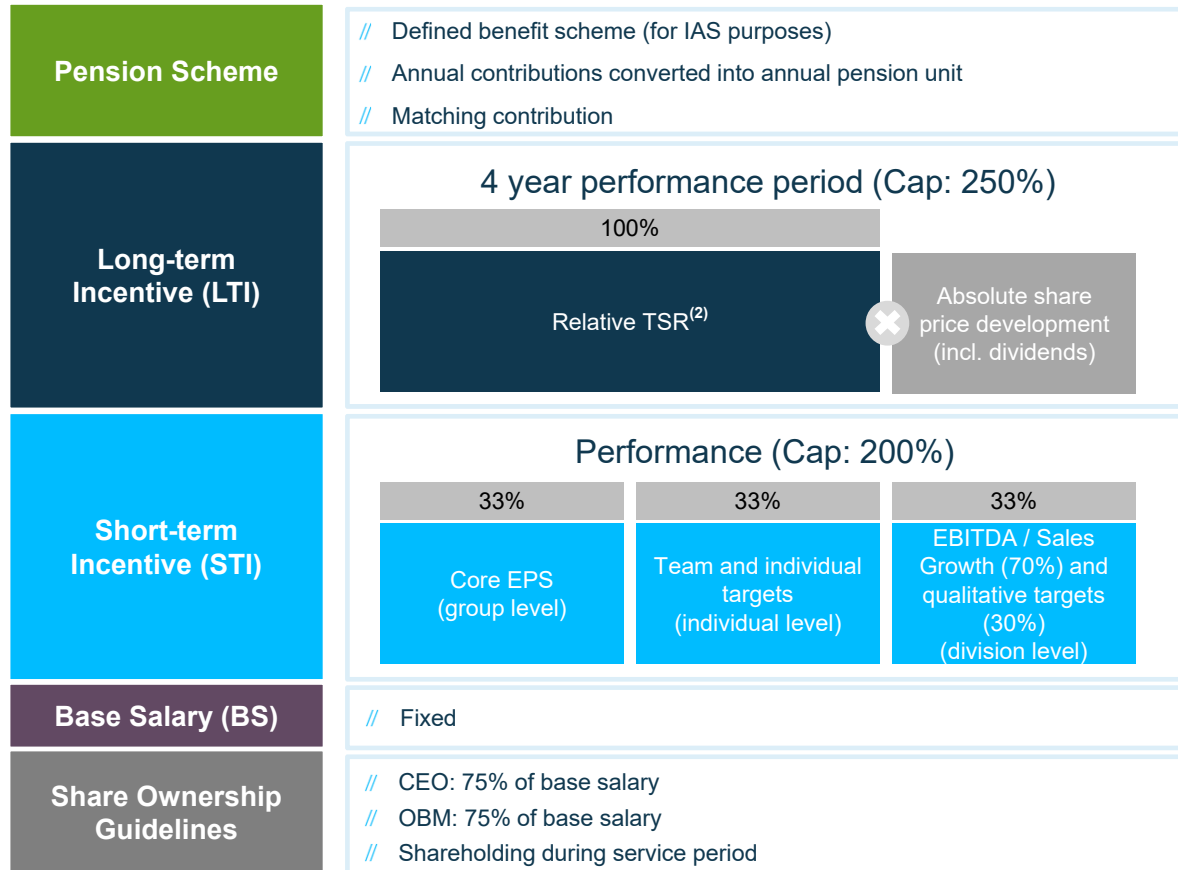
- // Conducted by an **external appraiser** in 2018
- // Performed detailed **interviews** with each member
- // Findings presented to Supervisory Board
- // Members received **individual feedback** compiled by appraiser (voluntary basis)
- // Presidial Committee consulted on **appropriate measures**
- // External reviews will be conducted on a **periodic basis**

<sup>1</sup> Newly established as an ad-hoc committee in June 2019

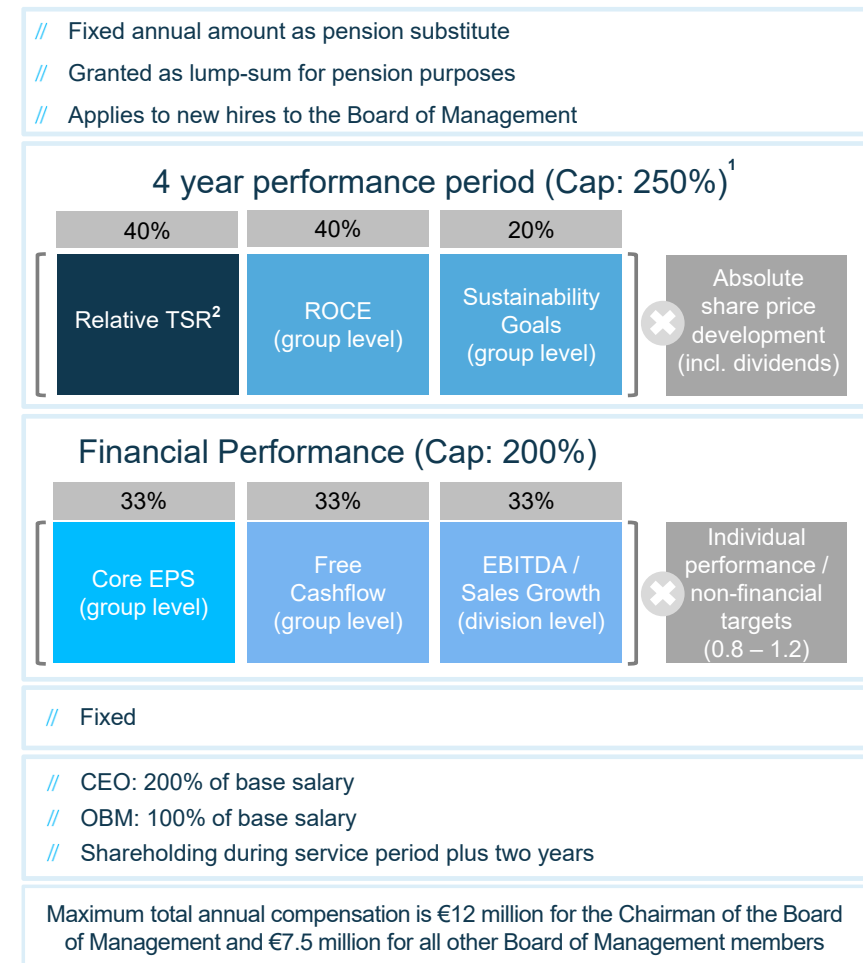


# Redesigned Board of Management's Remuneration

## Current Remuneration Structure



## New Remuneration Structure



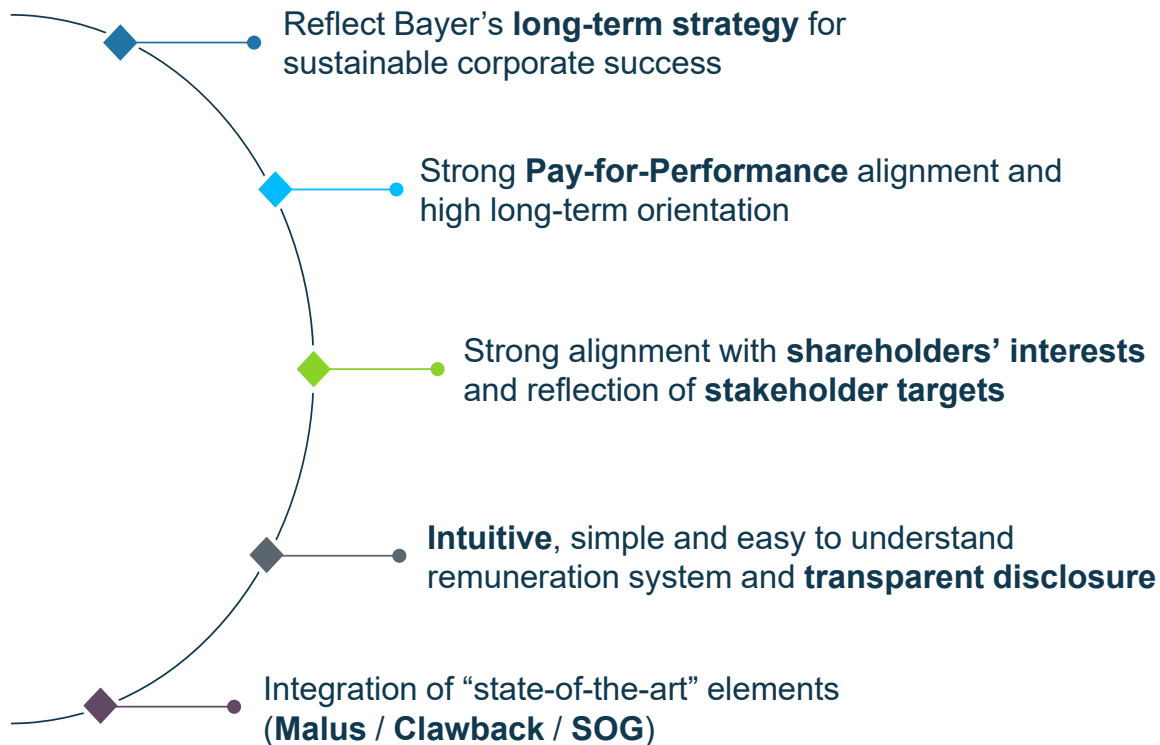
8 <sup>1</sup> The metric weightings are 50%/50%/0% respectively for 2020, shifting to 40%/40%/20% for 2021; <sup>2</sup> Comparison with EURO STOXX® 50 TR



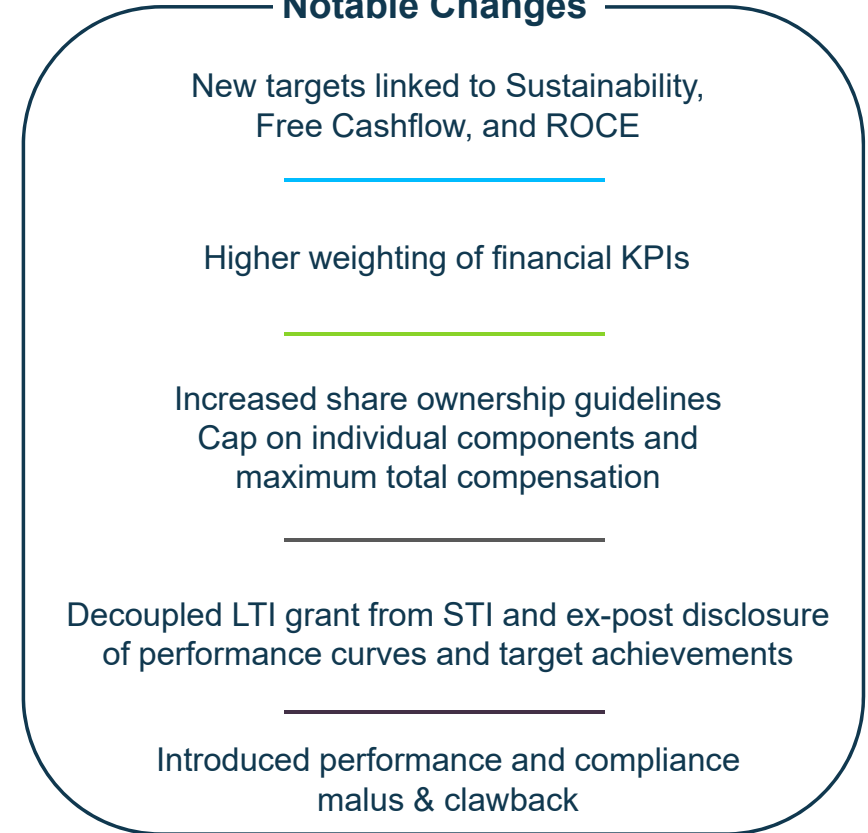


# Objectives and Guiding Principles for the Redesign

## Redesign Objectives



## Notable Changes



The remuneration system is in compliance with regulatory requirements, highly consistent across senior management, and appropriately benchmarked against competitors and the broader market



# Our Commitment to Best in Class Sustainability Practices

Challenging our limits to sustainability with the introduction of an external Sustainability Council in 2020

## External Sustainability Council

### Composition

- // Will comprise highly renowned experts from relevant fields such as health, nutrition, and agriculture
- // Balanced representation through diversity of thought and geography

### Organization

- // CEO as permanent member; open access for all Board members
- // ~2 meetings per year with additional individual counselling

### Core Roles

- // Input on strategic shifts in sustainability
- // Review R&D contributions to sustainability and target achievements
- // Consult on Bayer Foundation activities & innovation

## Building on our tradition as a stakeholder oriented organization

### Environment

#### *Environmental Footprint*

- // **Our Commitments:** Significantly reduce environmental footprint & preserve biodiversity
- // **Examples of Initiatives:** Increase sustainable intensification, biodiversity-enhancing carbon capture & reduce environmental impact from our chemistry

### Social

#### *Access to Health and Nutrition*

- // **Our Commitments:** Enhance widespread access to medicines & sustainable farming methods, empowering women in the process
- // **Examples of Initiatives:** Give women access to contraceptives in low and middle income countries & include smallholder farmer needs in R&D and portfolio management focus

### Governance

#### *Ethical & Responsible Principles*

- // **Our Commitments:** Uphold the highest ethical & responsibility standards
- // **Examples of Initiatives:** Supervisory Board and Sustainability Council consult experts on strategy/innovation; sustainability targets; sustainability screened in risk management



# Measurable 2030 Group Targets Driving Sustainable Development

Our Announced Sustainability Targets Aim to Help More People Thrive Within Planetary Boundaries

Our ambition is to generate a **positive sustainable impact for society and the environment** through our business operations.



## Support 100m smallholder farmers<sup>1</sup>

in low- and middle-income countries (LMIC) furthering our vision of “health for all, hunger for none”



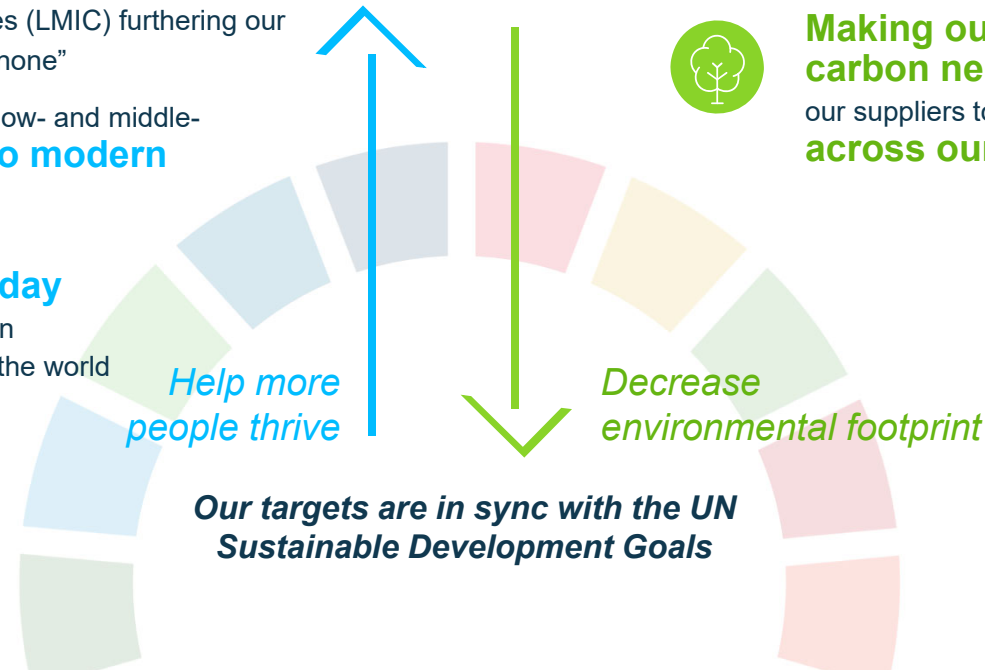
## Provide 100m women in low- and middle-income countries with access to modern contraception



## Expand access to everyday health for 100m people in underserved communities around the world



Making our own operations **carbon neutral** and working with our suppliers to **reduce emissions across our value chain**



<sup>1</sup> A farmer who farms crops on less than 10 ha (FAO definition)