

Name, First name _____

Bayer AG DE 000 BAY 0017

Street, number _____

Date of Stockholders' Meeting: May 27, 2015

Zip Code, City _____

Shareholder number: _____



1

Registered shareholder(s) in order of their registration in the share register

ADMISSION TICKET ORDER

Please make your selection by entering an »X« in the corresponding field and then return your admission ticket order to register your stock portfolio to us by **May 20, 2015 (deadline for receipt)**. You may use the enclosed return envelope for this purpose.

- 1a** I/We will be attending the Stockholders' Meeting **in person**. If there are two registered stockholders, two admission tickets will be issued and the voting rights split as evenly as possible between the tickets.
- 1b** Please issue **two** admission tickets in my name, with the voting rights split as evenly as possible between the tickets.
- 1c** I/We will not be attending the Stockholders' Meeting in person but authorize the following individual to participate and vote at the Stockholders' Meeting. Please send the admission ticket to the authorized person.

Proxy/companion

Name		First name	
Street, number		Zip Code	City

This proxy includes the authorization to assign sub-proxies and may be transferred to a third party to be exercised. Please complete the declaration below

OR

2

POSTAL VOTE

Please send your completed ballot in the attached business reply envelope in a timely manner, so that it reaches us by the **deadline of May 20, 2015**.

- I/We wish to **register my/our shares** and vote on **all items of the agenda as recommended by the Board of Management and/or the Supervisory Board**.
- I/We wish to **register my/our shares** and vote on **all items of the agenda in accordance with the individual instructions (overleaf)**.

Please complete the declaration below (Turn over for identification mark) →

OR

3

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 **May 20, 2015 (deadline for receipt)**. You may use the enclosed return envelope for this purpose.

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

Please complete the declaration below (Turn over for instructions) →

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

We ask our shareholders to inquire as to whether the bank/shareholders' association agrees to exercise their voting rights **before** transferring these rights.

Please send this power of attorney to the bank/shareholders' association of your choice allowing enough time for them to register with us by **May 20, 2015 (deadline for receipt)**. The enclosed return envelope cannot be used in such cases.

- I/We hereby grant power of attorney to the following bank/shareholders' association and instruct it to vote for **management proposals on all agenda items**.
- I/We hereby grant power of attorney to the following bank/shareholders' association and instruct it to vote in **accordance with the voting proposals or where required the individual instructions (overleaf)**.

Please complete the declaration below (Turn over for instructions) →

Name and address of bank/shareholders' association

I/We authorize the aforementioned person/institution to vote at the Stockholders' Meeting in accordance with the instructions. This power of attorney includes a sub-power of attorney and may be transferred for exercising to a third party. The company proxies are to be authorized individually. This power of attorney must be completed in full and may not contain any other declarations.

Signature respectively end of statement (please complete)

Place, date

Name, First name _____

Street, number _____

Zip Code, City _____

Bayer AG DE 000 BAY 0017

Date of Stockholders' Meeting: May 27, 2015

Shareholder number: _____

INSTRUCTIONS

Please make your selection by entering an »X« in the corresponding field.
Mark the "Yes" field if you want to vote in favour and the "No" field if you want to vote against the proposal.
If you do not mark either field, this will be interpreted as an abstention.
If both fields are marked, your selection will be deemed invalid.



Please only mark
inside the boxes using
a black or blue pen.

AGENDA ITEMS

For the full-length version of the Agenda, please see the enclosed printed invitation to the Stockholders' Meeting.

	YES	NO
1. Distribution of the profit	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of the actions of the members of the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the actions of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
4. Supervisory Board election	<input type="checkbox"/>	<input type="checkbox"/>
5. Amendment of the Object of the Company	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of the Auditor	<input type="checkbox"/>	<input type="checkbox"/>

SAMPLE