

Berlin, April 16, 2018

Bayer Aktiengesellschaft
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Annual Shareholders' Meeting on May 25, 2018: Countermotion concerning the risks to stockholders arising from the production of neonicotinoids

Dear Sir or Madam,

We hereby notify you that we will oppose Item 2 of the Agenda for the Annual Shareholders' Meeting proposing ratification of the actions of the members of the Board of Management, and will induce the other stockholders to vote in favor of the following countermotion.

Countermotion to Item 2: Not to discharge the Board of Management.

Bayer produces pesticides which are being associated with a decline in pollinating insects and harbor substantial risks to shareholders.

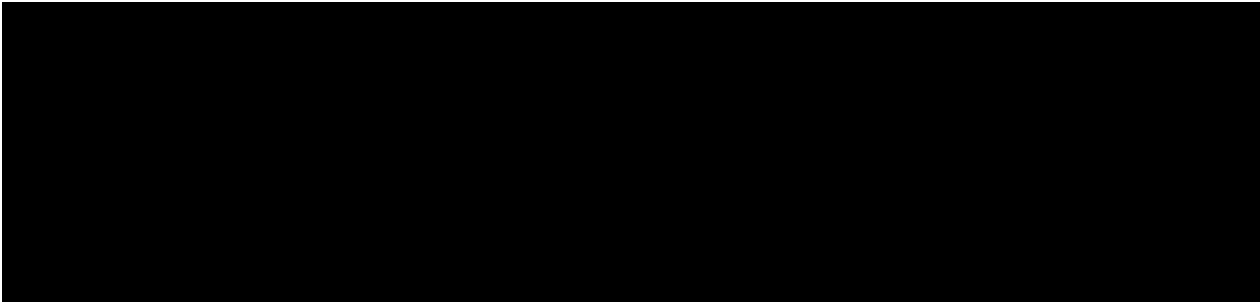
Bayer's Sustainable Development Policy declares that "[t]he health and safety of our employees, neighbors, customers, consumers and stakeholders are paramount, as is our continued stewardship of the environment and the quality and safe handling and use of our products." The Board of Management is not acting in line with this statement.

Bayer produces clothianidin and imidacloprid. These are neonicotinoids that belong to the class of systemic pesticides. They are being associated with the enormous decline in pollinators and other useful living organisms and with negative impacts on soil and water.

Worldwide, an increasing number of bees, butterflies and other pollinating animals are threatened with extinction. This development harbors substantial risks to global food production. According to the U.N. Intergovernmental Science-Policy Platform on Biodiversity & Ecosystem Services (IPBES), food with a value of between EUR 213 billion and 523 billion is dependent on pollinating processes each year.

Scientists are convinced that the widespread use of neonicotinoids and the disappearing insect habitat are among the key factors in the decline of pollinator populations. An analysis of 1,000 reviewed studies published by independent international scientists from the Task Force on Systemic Pesticides showed that neonicotinoids represent a serious hazard to pollinators, including bees and butterflies. Birds and earthworms are also at risk. The European Food Safety Authority has repeatedly confirmed the threat that these pesticides pose to bees.

Research findings are prompting more and more governments and companies to crack down on neonicotinoids. For example, in December 2013, the European Union greatly

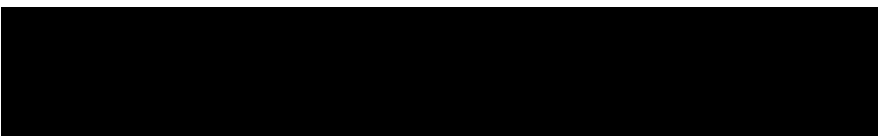


restricted the use of three neonicotinoids, two of them produced by Bayer. The EU is currently heading toward extending this partial ban (April 16, 2018). In March 2016, France's National Assembly voted to ban all neonicotinoids. The use of these pesticides is also highly restricted in the Canadian provinces of Ontario and Quebec. The U.S. state of Maryland has passed a law prohibiting consumer sales of products containing neonicotinoids.

Bayer's continued earnings from the production of neonicotinoids will negatively impact the value of Bayer shares in the long term. The company should focus its significant research and development spending on alternatives to these substances.

The Board of Management, which is responsible for the company continuing to offer clothianidin and imidacloprid, should not be discharged.

We request that this countermotion and its justification be published pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).



[REDACTED]

[REDACTED]

**Bayer Aktiengesellschaft
Building Q 26 (Legal Department)
Kaiser-Wilhelm-Allee 20
51373 Leverkusen**

Wednesday, May 9, 2018

Annual Stockholders' Meeting on May 25, 2018

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 2 of the Agenda, and will ask the stockholders to vote in favor of the following counter-motion.

Counter-motion to Item 2: The actions of the members of the Board of Management are not ratified

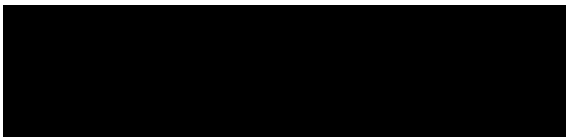
The U.S. Food and Drug Administration (FDA) inspected BAYER's pharmaceutical production facilities at the Leverkusen site in 2017 and identified serious deficiencies. In its warning letter, the FDA mentioned "significant violations of Current Good Manufacturing Practice (CGMP)." This method of production is irresponsible because it jeopardizes patient safety. The actions of the Board of Management therefore should not be ratified.

In their inspection of the plant, the inspectors uncovered numerous irregularities. For example, BAYER produced various pharmaceuticals in the same room without thoroughly cleaning the utilized equipment and work surfaces after each production run. This resulted in contamination of drug products. For instance, traces of the active ingredient sorafenib, which BAYER actually markets for cancer treatment, were found in the blood-pressure-lowering product nifedipine (tradename: ADALAT). The authorities therefore forced the company to recall the products in order to prevent potential risks to patients' health.

According to the FDA, furthermore, BAYER does not sufficiently monitor the stability of the composition of its pharmaceuticals. In the FDA's opinion, the measurement equipment permits excessive fluctuations. BAYER also applied generous tolerance thresholds for its automated quality control instruments to limit the amount of product deemed defective. What's more, BAYER did not react appropriately to problems related to leaky packaging. Although the regulatory authorities had already forced the company to recall batches because there was a risk that the tablets could become moist, the company went to very little effort to find the cause. "Your company did not succeed in establishing a properly functioning quality control department," summarizes the FDA in its letter.

Even worse, BAYER has shown itself to be a repeat offender. During an inspection of the Bergkamen plant in 2009, the FDA uncovered contaminated pharmaceutical substances and other substances with significant irregularities in their pharmacological composition. Already at that time, the FDA highlighted deficiencies in the cleaning and maintenance of production facilities.

The Board of Management bears responsibility for these procedures. Their actions should therefore not be ratified.



I request notification of this countermotion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

Kind regards,



[REDACTED]

[REDACTED]

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Wednesday, May 9, 2018

Annual Stockholders' Meeting on May 25, 2018

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Countermotion to Item 2: The actions of the members of the Board of Management are not ratified

BAYER procures pharmaceutical substances from companies in India and China whose production methods have devastating consequences for people, animals and the environment. The company accepts this because it can increase profits by globalizing its supply chains. This business practice contradicts ethical principles. The actions of the members of the Board therefore should not be ratified.

The first links in the supply chain of BAYER & Co. are now largely found in India and China, countries which offer low labor and production costs. However, the price for this is high, and it has to be paid by people, animals and the environment alike. That's because factories in those countries emit harmful substances without consideration for the consequences.

Most companies in India are not familiar with the concept of wastewater treatment. They direct production residues straight into the gullies, rivers, lakes and seas. And if companies do indeed outsource the treatment and disposal of production residues, the suppliers that offer such services often are not part of the solution, but rather part of the problem. That's because they tackle hazardous waste with inadequate means. In the wastewater of a disposal company in Patancheru that was tasked with neutralizing pharmaceutical residues to the greatest extent possible, for example, Swedish scientists identified a concentration of up to 31,000 micrograms per liter of the antibiotic active ingredient ciprofloxacin, which was developed by BAYER but for some time now has no longer been patent-protected. This has catastrophic consequences, because the high doses of this antibiotic cause disease pathogens to become accustomed to the substances and to develop resistances. This was a frequent occurrence in the Hyderabad region, as demonstrated by the researcher team in 2014. In a lake not far from the tablet production hub, it identified 81 genetic types of bacteria against which no antibiotic was effective. In 2013, 58,000 babies died in India due to infection with such untreatable pathogens. In China, the circumstances in the pharmaceutical production centers are very similar.

BAYER bears significant responsibility for this situation. The Annual Report for 2016 listed 3,785 suppliers from India and 3,432 from China. In 1999, BAYER became the first major pharmaceutical company to conclude an agreement with an Indian company. RANBAXY supplied it with a new formulation of ciprofloxacin. BAYER is also locally active in India. In 2011 the company founded a joint venture with the Indian drug company ZYDUS CADILA in order to "further expand its presence in emerging markets."



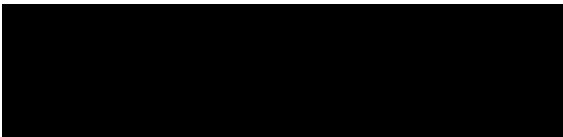
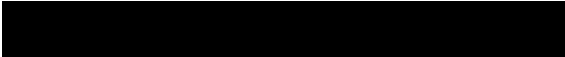
The Leverkusen-based multinational company also operates pharmaceutical factories in China. It has even been involved in the market for traditional Chinese medicine since the acquisition of DIHON. BAYER also maintains business relations with SINOPHARM, the leading producer of pharmaceuticals in China, which – with its two production plants in Datong – is in large part responsible for the fact that this city leads the entire country in the category of “environmental pollution.” Indeed, in 2013 SINOPHARM directed some 30,000 metric tons of black sludge contaminated with pharmaceutical residues and wastewater containing antibiotics into the region’s rivers.

The Board of Management bears responsibility for these dirty supply chains. Its actions should therefore not be ratified.

I request notification of this countermotion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

Kind regards,



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Wednesday, May 9, 2018

Annual Stockholders' Meeting on May 25, 2018

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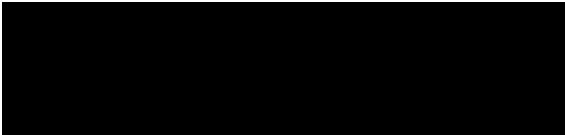
Countermotion to Item 2: The actions of the members of the Board of Management are not ratified

Together with SYNGENTA, BAYER attempted to force the “Center for Ecology and Hydrology” (CEH) – which had been tasked with conducting a study on bee deaths – to retroactively change the results, which had not met the company’s expectations. This conduct does not comply with the principles of proper corporate governance. The actions of the members of the Board therefore should not be ratified.

Pesticides from the class of neonicotinoids have long been suspected of playing a major role in global bee deaths. The European Commission finally reacted in 2013, temporarily withdrawing marketing authorization for BAYER’s seed treatment products GAUCHO (active ingredient: imidacloprid) and PONCHO (clothianidin) and the SYNGENTA substance thiamethoxam. The two companies immediately appealed this decision. They also commissioned a study for three million U.S. dollars with the British “Center for Ecology and Hydrology” (CEH) that they hoped would invalidate the allegations.

However, these hopes were dashed. BAYER and SYNGENTA therefore attempted to “dress up” the study to some extent. “Co-variables” served as the method of choice here. BAYER deemed these to be perfectly suited to relax the causal relationships between the pesticides and bee deaths and to steer the focus to other factors. “We feel that a number of important co-variables are missing,” BAYER therefore wrote in an email to the CEH. In this connection, the company brought into play “weather data that may have influenced the bees’ behavior.” The company had particularly significant expectations regarding the power of the sun’s rays, and therefore advocated a “sunshine only” model. With the new data, BAYER also wanted to demonstrate prior agrochemical harm to the bees. The company even decided to conduct its own research here, taking considerable time to reconstruct the raw data of the wild bee test series and conduct additional “statistical analyses.” In the company’s view, these efforts paid off. BAYER notified the CEH of “interesting findings.” BAYER praised the CEH for undertaking numerous changes, but lamented the “surprising” lack of feedback on the remote studies from Leverkusen.

Fortunately, the researchers ignored these remarks and stayed true to their scientific principles. “If you find negative results on key metrics – number of bees in hives, number of bees surviving



after winter – how would they want us to present that? How could we interpret this in what they see as an unbiased way?” asked CEH researcher Ben Woodcock, for example. He appeared to be truly angered by the conduct of BAYER and SYNGENTA: “What shocks me is how they can put out statistically flawed (...) studies that show no effect and don’t bat an eyelid. But then they tear apart any study that shows a negative effect as statistically wrong and unrepresentative.” In his opinion, BAYER and SYNGENTA were only fixated on getting the results they were looking for. The scientist wasn’t especially surprised about this. “I’ll be honest, it wasn’t a surprise to me that they weren’t happy,” Woodcock said. And he also knew why: “They’ve got a massive commercial interest in this.”

The Board of Management bears responsibility for the fact that BAYER attempted to coerce a research institute into sacrificing scientific objectivity to business interests. Its actions should therefore not be ratified.


I request notification of this counter-motion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

Kind regards,



COORDINATION GEGEN BAYER-GEFAHREN (CBG)

For environmental protection and secure jobs at BAYER - worldwide!



**Bayer Aktiengesellschaft
Building Q 26 (Legal Department)
Kaiser-Wilhelm-Allee 20
51373 Leverkusen**

Thursday, May 09, 2018

Annual Stockholders' Meeting on Saturday, May 25, 2018

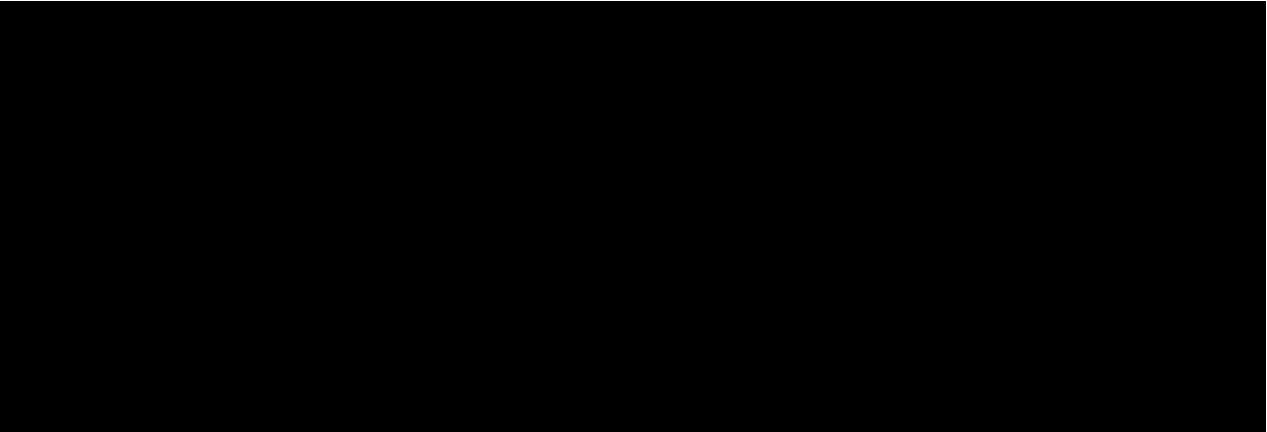
We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 2 of the Agenda, and will ask the stockholders to vote in favor of the following countermotion.

Countermotion to Item 2: The actions of the members of the Board of Management are not ratified

The BAYER Group plans to acquire MONSANTO and thus take charge of the oligopoly that controls the global agricultural market. The transaction has negative consequences for farmers, consumers, employees and host cities, which the Board of Management accepts. Its actions should therefore not be ratified. With the MONSANTO deal, BAYER AG wants to secure dominance over the global agricultural sector. If the deal goes through, BAYER will control 90 percent of the GM crop market and around 30 percent of the conventional seed market. In the pesticides market, glyphosate etc. would take more than 20 percent of the cake. And a corresponding flow of new products would also be ensured: together, BAYER and MONSANTO hold one quarter of all patents in the agriculture sector.

This overpowering position poses a threat to the agriculture industry, as farmers will have to accept higher prices and would have less choice. The same applies to consumers. Meanwhile, employees are confronted with the risk that jobs will be destroyed, because the synergy effects that are always touted in such cases result mainly from job cuts. The cities that are home to the company's sites look set to lose money, with BAYER always deducting its shopping sprees from its corporation tax bill.

In public, BAYER cites noble motives as the grounds for its intentions. "With MONSANTO, we can better help to safeguard the nutrition of the world population." Yet CEO Werner Baumann explained the real reasons at a meeting of the Schmalenbach Society in Düsseldorf. There he revealed that the entire executive level was initially opposed to the transaction. It wasn't until CHEMCHINA changed the agricultural landscape by acquiring SYNGENTA that the executives changed their minds. "The consequences of this transaction for BAYER's long-term position in



COORDINATION GEGEN BAYER-GEFAHREN (CBG)

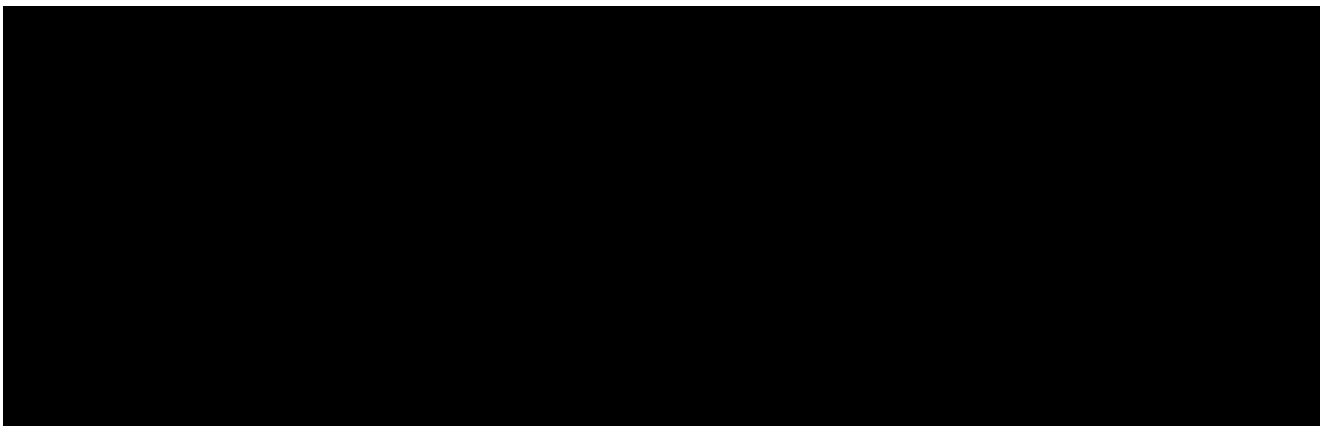
For environmental protection and secure jobs at BAYER - worldwide!

the agricultural sector ultimately prompted them to consider the acquisition of MONSANTO” – this is how the web portal Finance characterizes Baumann’s statements.

In other words, BAYER is only pressing ahead with this deal so as to not fall behind in the MONOPOLY game that took hold of the agricultural sector some time ago. The company willingly accepts negative consequences for people and the environment. The Board of Management bears responsibility for this reckless approach. Their actions should therefore not be ratified.

We request notification of this countermotion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG). The stockholders are asked to transfer their voting rights to the Coalition against BAYER Dangers.

On behalf of the Executive Committee of the Coalition against BAYER Dangers



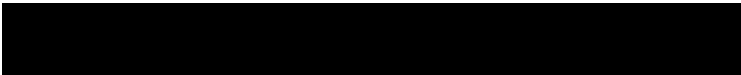
With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 German Stock Corporation Act (AktG) in conjunction with Section 96, Sentence 2 AktG:

At least 30 percent of the members must be women and at least 30 percent must be men. In principle, this minimum quota must be fulfilled by the Supervisory Board as a whole. However, the stockholder 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 this 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 three women and seven men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.

- Coordinadora contra los peligros de la BAYER - Coalition against BAYER Dangers - Coordination contre les méfaits de BAYER -

COORDINATION GEGEN BAYER-GEFAHREN (CBG)

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Wednesday, May 9, 2018

Annual Stockholders' Meeting on May 25, 2018

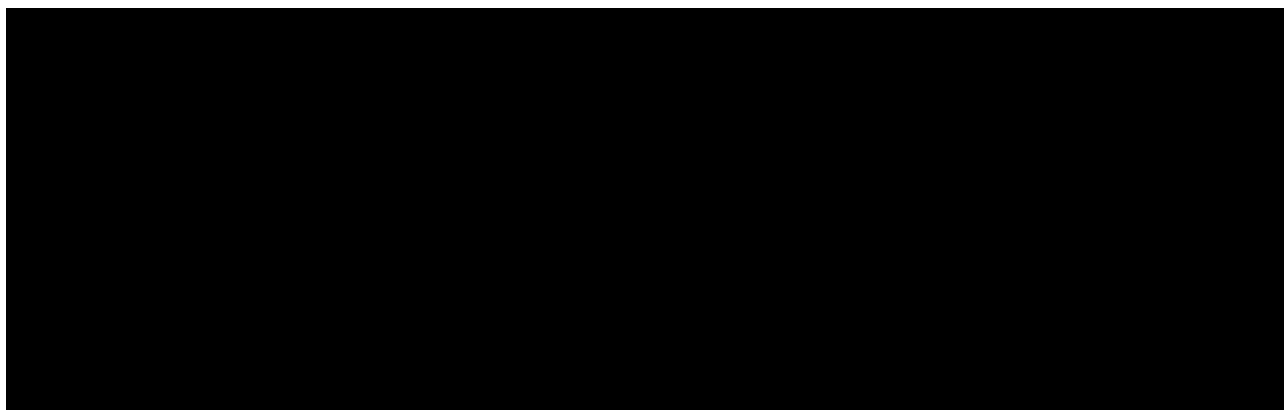
We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 4 of the Agenda, and will ask stockholders to vote in favor of the following counter-motion.

Counter-motion to Item 4: Supervisory Board elections

We reject the candidates proposed for election by the Supervisory Board and propose instead that, with effect from the end of the Annual Stockholders' Meeting 2018, the following candidate be elected as member of the Supervisory Board:

**Axel Köhler-Schnura, graduate in business administration
Honorary member of the Executive Committee of the Coalition against BAYER Dangers**

We nominate this candidate for the period up to the end of the Annual Stockholders' Meeting that resolves to ratify his actions for the fiscal year 2022.



- Coordinadora contra los peligros de la BAYER - Coalition against BAYER Dangers - Coordination contre les méfaits de BAYER –

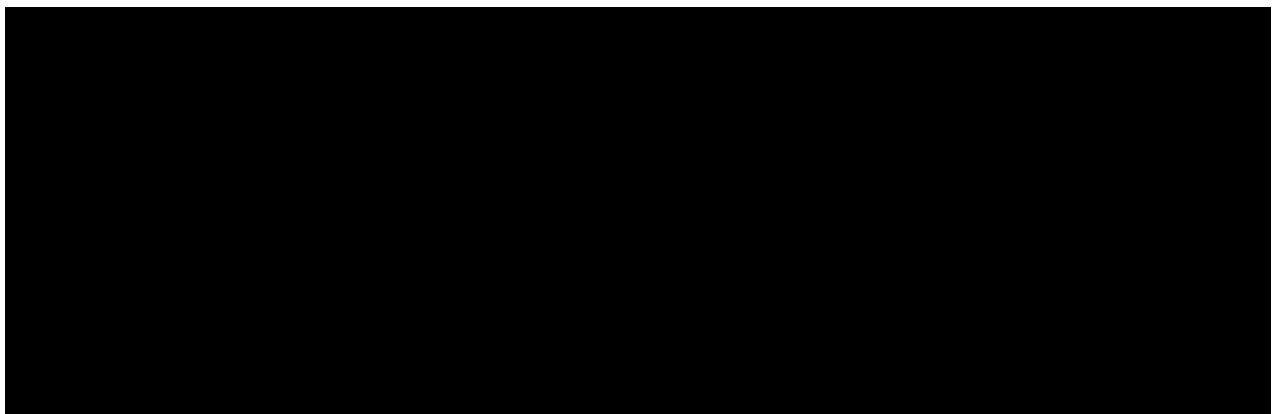
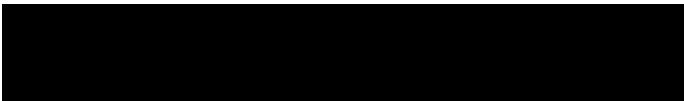
COORDINATION GEGEN BAYER-GEFAHREN (CBG)

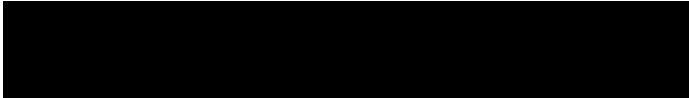
For environmental protection and secure jobs at BAYER - worldwide!

We request notification of this countermotion pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

The stockholders are asked to transfer their voting rights to the Coalition against BAYER Dangers.

On behalf of the Executive Committee of the Coalition against BAYER Dangers






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Wednesday, May 9, 2018

Annual Stockholders' Meeting on May 25, 2018

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 1 of the Agenda, and will attempt to persuade the stockholders to vote in favor of the following countermotion.

Countermotion to Item 1: Use of the distributable profit

I propose that the dividend be reduced to €0.10 per share. The freed-up monies should be used as follows:

- for the safeguarding and creation of jobs and for the payment of fair wages;
- to create a fund for the appropriate compensation of damages to both people and the environment resulting from the business activity; as well as for the comprehensive ecological and social restructuring of the Group without double standards;
- and finally for the payment of compensation to victims or their families and descendants for the crimes committed by BAYER and by IG FARBEN, which was partly operated by BAYER.

It should be noted that we would indeed propose that no dividend be paid out, with payment instead being made to the aforementioned social, human rights and ecological causes; however, legislation does not allow for this.

I request notification of this countermotion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

Kind regards,

