

Overview Supervisory Board Compensation

The members of the Supervisory Board receive fixed annual compensation and additional compensation for chairing and membership of Supervisory Board committees, plus reimbursement of their expenses. In accordance with the recommendations of the German Corporate Governance Code, additional compensation is paid to the Chairman and Vice Chairman of the Supervisory Board and for chairing and membership of committees. In addition, Supervisory Board members receive an attendance fee each time they take part in a meeting of the Supervisory Board or of a committee.

C 4.2/1

Design of Supervisory Board Compensation

Compensation element	From April 28, 2021
Fixed compensation	<ul style="list-style-type: none"> • Chairman: €480,000 • Vice Chairman: €320,000 • Ordinary member: €160,000
Compensation for committee duties	<ul style="list-style-type: none"> • Chairman and Vice Chairman of the Supervisory Board do not receive any additional compensation for membership or chairing of committees • Compensation for committee duties is paid for a maximum of three committees (highest-paying functions taken into account)
Audit Committee	<ul style="list-style-type: none"> • Chairman: €120,000 • Member: €60,000
Presidial Committee	<ul style="list-style-type: none"> • Chairman: €40,000 • Member: €20,000
Nominations Committee	<ul style="list-style-type: none"> • Chairman: €40,000 • Member: €20,000
Other committees	<ul style="list-style-type: none"> • Chairman: €60,000 • Member: €30,000
Attendance fees	<ul style="list-style-type: none"> • €1,500 (for each meeting attended in person, by phone or virtually)¹

¹ If multiple meetings are held on one day, only one attendance fee is paid.

The members of the Supervisory Board have given a voluntary pledge that in the first five years of their Supervisory Board membership they will each purchase Bayer shares for 25% of their pretax fixed compensation, including any additional compensation for committee membership, and hold these shares for as long as they remain members.

This does not apply to members who, under a service or employment contract, are prevented from purchasing shares, or who transfer at least 85% of their fixed annual compensation and additional compensation to the Hans Böckler Foundation in accordance with the rules of the German Trade Union Confederation, or whose service or employment contract requires them to transfer such compensation to their employer. If less than 85% of the fixed compensation is transferred, the voluntary pledge applies to the portion not transferred. By voluntarily pledging to invest in and hold Bayer shares, the Supervisory Board members reinforce their interest in the company's long-term success.