

This is a convenience translation. For the legally binding document, please refer to the original German version which is published on the Internet at <https://www.bayer.com/de/investoren/stellungnahmen-von-aktionaeren-hv2025>.

Georg von Dziembowski

[REDACTED]
[REDACTED]
Mobil: [REDACTED]

Motions for the Annual Stockholders' Meeting of Bayer AG

Date: March 31, 2025

I propose that the Annual Stockholders' Meeting approve the following resolutions:

1) The Annual Stockholders' Meeting shall only take place in person and on site.

Reason: The introduction of a virtual format was supposed to be an exception due to the COVID-19 situation, which is no longer applicable. The virtual format creates distance between the Board of Management/Supervisory Board and the stockholders. The atmosphere in a venue is part of a good corporate culture, and Management Boards should increase rather than reduce this personal contact.

2) The compensation of the Board of Management should be overhauled and based exclusively on the stock performance.

Reason: Such a system should generally be in place irrespective of the company's share price. In the case of Bayer stock, however, the disillusionment is especially great, with target attainment by the Board of Management repeatedly deemed to be 100% and higher in recent years. This stands in sharp contrast to the stock performance. The use of special items to relativize results should also be stopped. Special items should continue to be detailed in the Annual Report, but should not impact the compensation of the Board of Management. Beside an exclusive focus on share price performance, the performance of the dividend could also be conceivable as a factor.

Sincerely,



Georg von Dziembowski