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.

Bayer Annual Stockholders' Meeting on April 25, 2025

Statement by Winfried Mathes, April 8, 2025

Dear Stockholders,

The endless drama surrounding the price of Bayer shares has been dizzying for us stockholders. With another Annual Stockholders' Meeting coming up, the share price is now only €20.00 – down another 27% compared with the price on the date of last year's event. That means the value of a Bayer share would no longer even be enough to buy a seat in the BayArena to distract oneself from the dismal stock performance through a soccer match. And now even the company's soccer team is struggling and has crashed out of both the Champions League and the German Cup. What's more, the dividend is a paltry 11 cents, which wouldn't even buy a single herbal tablet to soothe the nerves.

Based on the remarks by our CEO Anderson, Bayer stock is more of a warrant for the future than a sound basic investment. For example, the Pharmaceuticals business isn't expected to achieve sales growth again until 2027, with no margin growth until 2028. Bayer aims to largely offset the patent expiration of the currently best-selling and most profitable product, Xarelto, with six new blockbuster products. Xarelto itself will supposedly continue to generate annual sales of about €1 billion, however. The Crop Science business is predicted to grow faster than the market by 2029 through innovations and achieve an EBITDA margin in the mid-20-percent range (compared with 19.4% in 2024).

Dear stockholders, Bayer is still caught in the glyphosate trap. Not only are earnings from the glyphosate business declining, there is no end to the litigations in sight. Only recently, Bayer once again lost another billion-dollar lawsuit in the US state of Georgia. The statements by our CEO Anderson according to which the litigations will be significantly contained by the end of 2026 seem very optimistic, especially considering that no one knows what the aspiring strongman Donald Trump has up his sleeve. And now, the company wants its stockholders to back a capital increase to maintain Bayer's financial resilience while settling litigations. It's a topsy-turvy financial world. Usually the purpose of a capital increase is to finance external growth. Yet that went horribly wrong with Bayer's acquisition of Monsanto under the duo of Baumann and Wenning. A capital increase to fund litigation payments represents a completely new chapter in the financial textbooks. Alarmingly, it would appear that any price is acceptable to settle the litigations and finally achieve peace on that front. We stockholders therefore can only hope that our Supervisory Board Chairman Winkeljohann honors his pledge to only exercise a possible capital increase with great caution. After all, a capital increase at the lowest ebb of the stock trend would not exactly be a financial tour de force. Certainly not if the value of a Bayer share then would not even cover the BayArena parking fee.

Bayer stockholders are once again facing tough times. After all, we are looking at another at least two years of doleful earnings in 2025 and 2026. The management-decreed turnaround plan for Bayer – namely to advance innovation in all divisions, significantly contain the glyphosate litigations in the United States, reduce the debt burden, introduce the new Dynamic Shared Ownership operating model and now also increase crop protection profitability – is only in the starting blocks. According to Mr. Winkeljohann's letter to the stockholders, the implementation of these five key priorities will not bring Bayer back on track until the beginning of 2027.

We stockholders now have only two options: to accompany Bayer on the rocky road of consolidation or bail out with a massive loss in value. Bayer actually has an attractive product portfolio with its solutions for the world's existential problems in the areas of health and nutrition. This has to be intelligently managed, however. One can only hope the "open-heart surgery" chosen for Bayer by the company's management doesn't go badly. After all, activist stockholders have been hoping for the breakup of Bayer for a long time now. And the pressure is likely to continue growing the longer the share price recovery is delayed. Bayer's management must restore the investors' trust with clear actions, and it must do so today rather than the day after tomorrow. That's why we investors expect the first reports of a successful turnaround by the 2026 Annual Stockholders' Meeting at the latest. Otherwise the management could also find itself in a tight position. Until then, we stockholders also have to close our eyes and hope for the best.