

## **Counter motions and Proposals for Election for the Annual Stockholders' Meeting 2024 of Bayer AG**

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/gegantraege-wahlvorschlaege-hv2024>.

We designate with capital letters Proposals for Election and those counter motions for which you can place a tick how you would like to vote directly under the appropriate capital letter on the reply form or in the Stockholders' Portal.

The other counter motions, which merely reject proposals by the Board of Management and the Supervisory Board, or by the Supervisory Board alone, are not designated with capital letters. If you wish to vote for these counter motions, you must vote "No" to the respective item on the Agenda.

Counter motions and proposals for election as well as supporting information accompanying them reflect the views of the persons who submitted them. Assertions of fact and links to third-party websites have not been verified. Bayer Aktiengesellschaft does not assume any responsibility for the content nor does Bayer Aktiengesellschaft endorse third-party websites and their content.

**Bayer = B Annual Stockholders' Meeting April 26, 2024, at 10 a.m.**

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**Motions / Countermotions / Approval of agenda item No.1**

**Regarding agenda items 1 through 9**

**Stockholder [REDACTED]**

**I call on the stockholders to support my motions / countermotions.**

**I hereby propose motion / countermotion / approval No. 1 (see Compensation Report) stating that the Supervisory Board shall resolve that the compensation of the members of the Board of Management for the next fiscal year**

**be reduced by half until further notice on a preliminary and probationary basis.**

These compensation levels were also inappropriate and disrespectful during the COVID pandemic, especially where they **awarded themselves compensation increases** during the pandemic.

**Maximum compensation of EUR 12 million** just for the Chairman of the Board of Management, excluding fringe benefits and pension expense – that is more than **600 times** the compensation of a salesperson and more than **550 times** the compensation of someone earning the minimum wage, and corresponds to a daily wage of **more than EUR 57,000** and an hourly wage of **more than EUR 7,000**.

**By way of comparison once again,** the Chairman of the Board of Management awards himself compensation that is **more than 42 times greater than the maximum compensation** of German President Frank-Walter Steinmeier and more than **45 times greater than the maximum compensation** of German Chancellor Olaf Scholz.

**Furthermore, it is objectionable and incomprehensible that an entire host of attorneys and the like are in the back office, answering the stockholders' questions for the members of the Board of Management and the Supervisory Board and the members of our Board of Management and our Supervisory Board only read aloud **what other attorneys have written. What are the members of the Board of Management and the Supervisory Board afraid of? Or is it a case of incompetence?****

**German Chancellor Olaf Scholz has to answer questions himself at his press conferences **for much, much less money.****

**Are the members of Bayer's Board of Management and Supervisory Board incapable of answering stockholders' questions themselves?**

**I hereby propose motion / countermotion No. 2 to Agenda Item 3**

**stating that the actions of the members of the Board of Management shall not be ratified. I propose a separate vote be conducted for all **members of the Board of Management and the Supervisory Board.****

Many stockholders, including those we talk with, are of the opinion that the Compensation Report **could also be described as a fairytale report, or story time. One that the Brothers Grimm** would appreciate. Mr. CEO, can you still calculate your compensation yourself, or do you need a compensation advisor for this? CEOs frequently hire compensation advisors to justify their excess compensation and to compile a **compensation review**, confirming its appropriateness horizontally and vertically. **At the end of the day, these costs are always borne by stockholders and usually amount to around EUR 100,000.**

**I hereby propose motion / counter-motion No. 3 to the agenda item**

stating that the chair of the meeting should read the election results of today's Stockholders' Meeting slowly, loudly, and clearly to ensure that all stockholders **can understand and clearly recognize** the election results.

Repeated election results of 99 percent – is that possible at all, or is there something wrong here?

All fairy tales begin with once upon a time, and once upon a time the **Bayer** share was worth **EUR 168 (according to onvista), after which the share price plummeted to an all-time low of approximately EUR 27.**

Many, many shareholders have lost a lot of money with **Bayer** stock.

In recent years, the price of **Bayer** shares has actually declined slowly or stagnated.

**The management team is full of people with doctorates, some of whom have** been there for years, but have not managed to do anything serious or crucial to take the price of **Bayer** shares a decisive step forward. What we need at **Bayer** is doers, not just titleholders making off with utopian levels of compensation. **Maximum compensation now amounts to EUR 12 million (EUR 12,000,000) plus additional substantial fringe benefits.**

As far as your model and image-promoting doctorate holders are concerned, I ask what you really need them for. As a showcase model, to maintain your image, or do they really drive your business?

**Time and again we read serious media reports regarding plagiarism in politics, and now in companies, where plagiarisms have been uncovered and unmerited Dr. titles had to be relinquished.** This is something that enormously damages the person involved as well as the company. Where does your company stand in the debate? How do you intend to avoid your image being damaged?

As we have learned through the media and the plagiarism-hunting platform VroniPlag®, **a high-ranking VW manager also plagiarized his doctorate, namely Dr. Dr. E. G., who works on behalf of VW to help Volkswagen EVs achieve a breakthrough in China – as CEO of the joint venture Volkswagen Anhui Automotive Company Ltd. Credit: Porsche Consulting.**

Where does your company stand in the debate? How do you intend to avoid your image being damaged like this? What preventive measures are you putting in place in our company?

**Just think of our blue-blooded chancellor candidate of the CDU/CSU, Karl-Theodor Freiherr von und zu Guttenberg, who also plagiarized his thesis and had to go, and so on.**

**We cordially ask that you respond to this motion, also in the form of a question at the Annual Stockholders' Meeting and issue a comprehensive statement here.**

**Thank you in advance for your efforts and your understanding.  
Best regards from the [REDACTED]**

.....  
[REDACTED]

Stockholder [REDACTED]

**I call on the stockholders to support my counter motions.**

**I hereby propose the motion / counter motion to Agenda Item 3**

**stating that the actions of the members of the Supervisory Board shall not be ratified.**

**I propose a separate vote be conducted for each member of the Supervisory Board.**

**Furthermore, with regard to the agenda items,**

**I propose that the Annual Stockholders' Meeting continue to be held in hybrid form. I also propose that the agenda items be legally modified and amended such that future annual stockholders' meetings are held in hybrid form. This would give all stockholders the opportunity to attend the Annual Stockholders' Meeting either virtually or in person.**

**I propose the motion / counter motion that in future annual stockholders' meetings must always be held in hybrid form.**

**Reasons:**

1. Even during the COVID pandemic, when the virtual annual stockholders' meetings were introduced, **meeting chairs and members of the Board of Management repeatedly** pledged and communicated to the stockholders **at the annual stockholders' meetings** that they were looking forward to holding in-person annual stockholders' meetings again following the pandemic.

2. **Stockholders are being excluded from the annual stockholders' meetings if they are not able or willing to use the internet for various reasons, or are not mobile, etc. And this is obviously intentional.**
3. The supposed reasons repeated again and again by meeting chairs and Board of Management members, stating that hybrid stockholders' meetings are too expensive, are wrong.  
We have a very simple, straightforward recommendation for how to finance this kind of meeting.  
**Reduce the excess compensation of the Board of Management members and Supervisory Board members by the cost of the hybrid stockholders' meetings.**
4. **By way of comparison once again, the Chairman of the Board of Management of BAYER awards himself compensation that is more than 42 times greater than the maximum compensation of German President Frank-Walter Steinmeier and more than 45 times greater than the maximum compensation of German Chancellor Olaf Scholz.**  
This is just excessive, unrealistic, and sheer profiteering.  
Couldn't profiteering be considered a criminal offense?
5. **In that regard this would not be all that painful for the members of the Board of Management and the Supervisory Board.**
6. Hybrid annual stockholders' meetings would be too complicated from a legal standpoint?  
**This shouldn't be a problem** considering all the attorneys you employ. Again, this is at the stockholders' expense, and it **would be a show of incompetence** if your resourceful attorneys didn't find a way to make this work. After all, your lawyers demonstrate true resourcefulness when it comes to justifying the excessive compensation figures, and **constantly finding dutiful, fairytale-esque experts who actually succeed in making the horizontal and vertical compensation comparisons look positive. As always, it is the stockholders who pay the price.**
7. As we have repeatedly established that more than 90% of stockholders and stockholder representatives want to see hybrid and/or in-person annual stockholders' meetings, I call on **all like-minded stockholders and stockholder representatives to continually propose similar motions** until the executives finally listen. It is unacceptable that **employees – and I'm referring here to members of the Board of Management and Supervisory Board – refuse to do their job** and company bosses are **preventing** stockholders from exercising their rights. **Members of the Board of Management and the Supervisory Board want to reduce the stockholders - the actual bosses and owners of the company - to beggars.**
8. Hybrid stockholders' meetings are feasible, as demonstrated by ING in the Netherlands, which held a hybrid ASM in 2023.
9. At the numerous annual stockholders' meetings held in virtual form over the past few years, it has come to light that the members of the Management Board and the Supervisory Board have developed certain unacceptable behaviors to the detriment **of the stockholders. They aim to circumvent the actual bosses – the stockholders – and to manipulate them, particularly with** trickery and by excluding large groups of stockholders at the stockholders' meetings, partly in order to influence the voting results to their advantage.
10. Many stockholders are disappointed that stockholder champions like SdK and DSW **were not able to prevail with hybrid stockholders' meetings** and allowed themselves to be pushed around by companies.  
This is reminiscent of the compensation professor Dr. N [REDACTED] B [REDACTED], who **actually managed to increase his compensation 5 times by 100%. He was a pioneer of the upward spiral of horizontal compensation – was this so that other companies could follow suit with such increases? Is it also BAYER's aim to achieve this horizontal compensation goal?**

**Have the companies coordinated this course of action with compensation professor Dr. N [REDACTED] B [REDACTED] despite active data privacy?**

11. As far as your model and image-promoting doctorate holders are concerned, I ask what you really need them for. As a showcase model, to maintain your image, or do they really drive your business?

**Time and again we read serious media reports regarding plagiarism in politics, and now in companies, where plagiarisms have been uncovered and unmerited Dr. titles had to be relinquished.** This is something that enormously damages the person involved as well as the company. Where does your company stand in the debate? How do you intend to avoid your image being damaged?

As we have learned through the media and the plagiarism-hunting platform VroniPlag®, **a high-ranking VW manager also plagiarized his doctorate, namely Dr. Dr. E [REDACTED] G [REDACTED], who works on behalf of VW to help Volkswagen EVs achieve a breakthrough in China – as CEO of the joint venture Volkswagen Anhui Automotive Company Ltd. Credit: Porsche Consulting.**

Where does your company stand in the debate? How do you intend to avoid having your image damaged like this? What preventive measures are you putting in place?

12. **We cordially ask that you respond to this motion, also in the form of questions at the Annual Stockholders' Meeting and issue a comprehensive statement here.**

Best regards from the [REDACTED]

.....  
[REDACTED]

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 four women and six men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.

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**Bayer = B Annual Stockholders' Meeting April 26, 2024**

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**Election proposal1** for agenda item 4 Election of the Supervisory Board  
Stockholder [REDACTED]

**Every stockholder has the right to propose members for election to the Supervisory Board and/or auditors.**

Will you treat our Supervisory Board candidates the same as your own candidates, as prescribed by the German Stock Corporation Act?

**Or will you favor your own candidates again?**

**Reasons:**

**The share price and stock trend are shameful.**

**EUR 168 to now EUR 27.**

**Many stockholders have lost a lot of money.**

Many stockholders are disappointed that stockholder champions like SdK and DSW **were not able to prevail with hybrid stockholders' meetings** and let themselves be pushed around by the corporations. The supposed reasons repeated again and again by meeting chairs and Board of Management members, stating that hybrid stockholders' meetings are too expensive, are wrong.

We have a very simple, straightforward recommendation for how to finance this kind of meeting. **Reduce the excess compensation of the Board of Management members and Supervisory Board members by the cost of the hybrid stockholders' meetings.**

Boards of management always award themselves compensation that's 20 or even up to 50 times that of German Chancellor Olaf Scholz.

This is just excessive, unrealistic, and sheer profiteering.

As far as your model and image-promoting doctorate holders are concerned, I ask what you really need them for. As a showcase model, to maintain your image, or do they really drive your business?

**Time and again we read serious media reports regarding plagiarism in politics, and now in companies, where plagiarisms have been uncovered and unmerited Dr. titles had to be relinquished.** This is something that enormously damages the person involved as well as the company. Where does your company stand in the debate? How do you intend to avoid your image being damaged?

As we have learned through the media and the plagiarism-hunting platform VroniPlag®, **a high-ranking VW manager also plagiarized his doctorate, namely**

**Dr. Dr. E [REDACTED] G [REDACTED], who works on behalf of VW to help Volkswagen EVs achieve a breakthrough in China – as CEO.**



Where does your company stand in the debate? What preventive measures are you taking in our company?

Is the **compensation professor** Dr. N [REDACTED] B [REDACTED] the pioneer / **role model for the upward spiral of horizontal compensation**, having actually managed to **increase his compensation 5 times by 100%** so the other publicly-listed companies can follow suit with increases?

Even Erich Honecker would turn over in his grave if he were to receive the same bombastic, **or more accurately communist, majorities of 98% or 99%** you received in your Supervisory Board elections. Such majorities didn't even result in the general elections for Chairman of the State Council of the German Democratic Republic... how can these **current majorities be explained?** How do you manage this (is someone involved behind the scenes)? Where is the notary?

I request that my election proposals which I submitted on time be communicated to the stockholders in accordance with the AktG.

It is important to us that the election proposals be entered into the notarial record.

I request that the minutes of the ASM be sent to me in a timely manner.

Agenda item 6 Resolution on elections for the Supervisory Board

Election proposals from stockholders according to Section 127 AktG

**I call on the stockholders to support my nomination.**

**I would like to nominate the following person for election to the Supervisory Board:**

**G**



**Prof. Dr. Hans-Jochen Schneider**

**Short resumé (CV)**

70565 Stuttgart, Germany

**1958–1967** Degree in Mathematics and doctorate (Dr. rer. nat.)

- 1968–1974** Postgraduate studies in Computer Science as a research group leader and institute director at the University of Stuttgart
- 1974–1987** Full professor in Computer Science at the Technical University of Berlin, editor of two scientific journals
- 1975–1992** Foundation and establishment of the software house Actis with up to 200 employees in Stuttgart, Berlin, and Frankfurt, together with Dr. G. Stübel 1975–1987  
Member of the extended board of management and limited partner 1987–1992  
Managing partner 1989/1992 Sale of shares to French software house Sligos, subsidiary of state-owned French bank Crédit Lyonnais (now Atos Origin)
- From 1990** Foundation of Umweltschutz- und Entsorgungsgesellschaft mbH & Co. KG in Taucha, near Leipzig; limited partner, establishment and expansion to up to 300 employees located in Taucha and Kosel
- 1992–2019** Managing and limited partner of the UWE Group with approx. 300 employees at the time (1995) in eight companies in Taucha and Poland; construction of a high-tech factory with a chemical-physical processing plant for treating inorganic industrial wastewater  
From 1995 Sale of certain subsidiaries, including through MBO:  
1995 UWE-Bau & Sanierung GmbH  
1995 UWE-Rekultivierung & Erdbau GmbH  
2000 UWE ECO in Poland  
2001 UWE Entsorgung GmbH  
2002 ABT Agrar-Biotechnologie Taucha GmbH
- From 2019** Only active in a consulting role for UWE
- 1996–2011** Commercialization of a 100,000 m<sup>2</sup> property on the B87/Bergschule, by Steinbruchsee (a quarry lake) in Döbitz as an ecological residential and industrial estate, “Ökologischer Wohn- und Gewerbepark Taucha,” within the framework of the first ecological model city of Taucha in Saxony
- 2009–2019** Founder and managing director of EnergieCity Leipzig GmbH (ECL): Commercialization of concepts for sustainable energy usage with partners

### **Memberships and roles (excerpt)**

- 1995–1999** Co-founder of Business Angels Netzwerk Deutschland (BAND), an initiative by managers from industry and finance/economy, research, and politics sectors to promote small- and mid-sized businesses.
- From 1996** Member of Wirtschafts-Club Leipzig e.V.
- 1997–2007** Head of Working Group 4 for environmental technology within Grüner Ring Leipzig

Best regards from [REDACTED]

.....  
[Redacted]

From [Redacted]

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 four women and six men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.

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**Bayer = B Annual Stockholders' Meeting April 26, 2024**

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**Election proposal2 for agenda item 4 Election of the Supervisory Board**  
Stockholder [REDACTED]

**Every stockholder has the right to propose a member for election to the Supervisory Board.**

### **Reasons:**

**The share price and stock trend are shameful.**  
**EUR 168 to now EUR 27.**

**Many stockholders have lost a lot of money.**

Many stockholders are disappointed that stockholder champions like SdK and DSW **were not able to prevail with hybrid stockholders' meetings** and let themselves be pushed around by the corporations. The supposed reasons repeated again and again by meeting chairs and Board of Management members, stating that hybrid stockholders' meetings are too expensive, are wrong.

We have a very simple, straightforward recommendation for how to finance this kind of meeting.

**Reduce the excess compensation of the Board of Management members and Supervisory Board members by the cost of the hybrid stockholder' meetings.**

Boards of management always award themselves compensation that's 20 or even up to 50 times that of German Chancellor Olaf Scholz.

This is just excessive, unrealistic, and sheer profiteering.

Is the **compensation professor** Dr. N [REDACTED] B [REDACTED] the pioneer / **role model for the upward spiral of horizontal compensation**, having actually managed to **increase his compensation 5 times by 100%** so the other publicly-listed corporations can follow suit **with increases**?

Dr. Grimberg is an eminent expert in the political and economic workings of companies and has a wide range of contacts in the political and economic spheres. This makes her a highly sought-after lecturer at universities, especially for interdisciplinary subjects.

**I call on the stockholders to support my nomination.**

**I would like to nominate the following person for election to the Supervisory Board:**

**H Dr. rer. oec. Barbara Grimberg,**

## **CURRICULUM VITAE**

### **Personal details:**

Place of birth: Herne, Westphalia, Germany

Nationality: German

### **Education:**

Studied business and economics at Ruhr University Bochum

Degree: Diplom-Ökonom (master's degree in business economics)

Postgraduate studies in Ergonomics

Doctorate (Dr. rer. Oec.) at Ruhr University Bochum

11/2020

25th anniversary of doctorate (Dr. rer. oec.)

### **Career:**

11/1982 – 12/1986

Research associate to the Chair of National and International Agricultural Policy at Ruhr University (Prof. Dr. Ringer); cooperation with the Institute for Development Research and Development Policy

1984 – 1987

Associate assessor for audits at Verwaltungs- und Wirtschaftsakademie (VWA, Academy of Administration and Economics) in Bochum and Dortmund as part of studies in business administration (Dipl. Betriebswirt)

4/1985 – 10/1988

Lecturer at Werbefachliches Lehrinstitut Marquardt, Dortmund –

Economic Theory and Political Economy – Fundamentals and Specialist Topics

1/1987 – 12/1988

Research associate at Institut für angewandte Innovationsforschung e.V. (IAI, Institute for Applied Innovation Research), Bochum (Prof. Dr. Dr. Staudt) – Extended cost-effectiveness analyses for SMEs and public transport

1/1990 – 3/1996

Freelance research associate at Institut für angewandte Innovationsforschung e.V. (IAI), Bochum – Production and Protection of New Products – Competition

10/1996 – 6/1998	State employee in the department of “Transport and Finance” tasked with the evaluation of investments in transport at Landesnahverkehrsgesellschaft Niedersachsen, Hanover
7/1998 – 11/1998	Academic employee at DMT-Gesellschaft für Lehre und Bildung mbH, Bochum (Cubis Group) – EU project “Qualification network for European grain store owners” – logistics
WS 1998/99	Fachhochschule Fulda: Department of Home Economics and Nutrition, lectureship for the subject “Economics I”, 3 SWS
7/1998 – 3/2001	Academic partner of Institut für Wissenschaftsberatung, Dr. Frank Grätz, Bergisch Gladbach Private scientific consultant and consultant for companies since 1975 Project areas: marketing, cost-effectiveness analyses, business valuations, trade, remote work, dietary supplements
11/1999 – 12/1999	Economic consultant at European Economic & Marketing Consultant, Brüggen, area of activity: Mergers & Acquisitions – automotive manufacturers, logistics
2/2001 – 6/2005	Hamburg Open University of Applied Sciences and Arts, study center Düsseldorf; lectureship for the following subjects: management of complex problem scenarios; stand-in: fundamentals of corporate management and international corporate management, marketing, microeconomics, fundamentals of business management
3/2001 – 8/2003	Erfurt University of Applied Sciences: Department of Traffic and Transport, contract professorship for economics of transport, 18 semester hours per week; subjects: public transport marketing, cost-performance calculation, finance/investment, quality management, trade, economic theory, transport politics, competition, capital goods, foreign trade
3/2002 – 12/2002	Academic partner of Institut für Wissenschaftsberatung, Dr. Frank Grätz and Dr. Martin Drees GmbH, Bergisch Gladbach; project areas: management remuneration systems, cost-effectiveness analyses
7/2003 – 12/2004	Hamburg Open University of Applied Sciences and Arts, study center Essen; lectureship for the subject of financial economy; substitute: accounting – business valuations – controlling
Since 9/2003	Freelance scientific consultant/business consultant – strategic and process-oriented technical management for SMEs, transport, trade

10/2004 – 12/2004

Verwaltungsakademie Wuppertal, Wuppertal; lectureship for the subject of accounting and income statements

**Exhibitions:**

Yes

**Publications:**

Hafkesbrink, J.; Treichel, H.-R.; Grimberg, B.:

Wirtschaftlichkeitsrechnungen im öffentlichen Personennahverkehr - Literaturübersicht und kommentierte Bibliographie [“Cost effectiveness assessments for public passenger traffic – overview of the literature and annotated bibliography”], Bochum 1989

**Best regards from** [REDACTED]

.....  
[REDACTED]

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**Bayer = B Annual Stockholders' Meeting April 26, 2024**

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**Election proposal<sup>3</sup> for agenda item 4 Election of the Supervisory Board**

Stockholder [REDACTED]

**Every shareholder has the right to propose a member for election to the Supervisory Board and/or auditors.**

Will you treat our Supervisory Board candidates the same as your own candidates, as prescribed by the German Stock Corporation Act?

**Or will you favor your own candidates again?**

**Reasons:**

**The share price and stock trend are shameful.**

**From EUR 168 to now EUR 27.**

**Many stockholders have lost a lot of money.**

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companies. The supposed reasons repeated again and again by meeting chairs and Board of Management members, stating that hybrid stockholders' meetings are too expensive, are wrong.

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I request that my election proposals which I submitted on time be communicated to the stockholders in accordance with the AktG.

Election proposals from stockholders according to Section 127 AktG

**I call on the shareholders to support my nomination.**

I would like to nominate the following person for election to the Supervisory Board:

**Ralf Schirrmacher - Management consultant - Internationally active**

# CURRICULUM

## Ralf Schirmacher

63263 Neu-Isenburg, Germany



### Personal data

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D.O.B.: July 16, 1961  
Nationality: German  
Marital status: Married

### Expertise

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Business and management consulting  
Corporate advisory and interim management

### Career

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- 01/2015 – to date**     **ad rem Unternehmensberatung GmbH**  
Managing partner
- 07/2010 – 12/2014**     **Focus Asia Consult Pte. Ltd., Singapore**  
Managing consultant and partner
- 07/2008 – 10/2010**     **flyport Entwicklungs- u. Betreuungsgesellschaft mbH, Berlin**  
Vice President, Business Development International.
- 01/2008 – 12/2008**     **Goldman Sachs Group, Inc., Investment Mgmt. & Securities, USA**  
Corporate advisor, asset management, for the APAC Region
- 01/2006 – 01/2008**     **SIEMENS AG, SIEMENS USA**  
Director of Aviation, Competence Center North America
- 02/1996 – 02/2006**     **Fraport AG and shareholdings,  
formerly FLUGHAFEN FRANKFURT MAIN AG**
- Director of Consulting, AirIT International GmbH (Fraport Group)

- Head of Consulting, Fraport AG, formerly Flughafen Frankfurt Main AG
- Vice President, debis-FRA GmbH (*joint venture of Flughafen Frankfurt Main AG with Daimler-Benz Interservices (debis) AG, now T-Systems*)
- Head of the project office, Flughafen Frankfurt Main AG

**04/1994 – 12/1995**    **ORACLE (Switzerland) AG**  
Principal Consultant, Business Process Reengineering

**09/1988 – 03/1994**    **WEIDMÜLLER Group, Germany**

- Coordinator of management information systems
- Project management of computer-integrated factory automation

**12/1987 – 09/1988**    **ADV/Orga Tech GmbH, former subsidiary of ADV/Orga AG  
now GFT Technologies AG**  
Consultant for innovation management and technology transfer

## Education

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**1982 – 1987**            Studied computer science and business administration at the Technical University of Berlin and graduated with a degree in computer scientist (Diplom-Informatiker)

**1981 – 1982**            Military radio equipment engineer  
Officer's course and lone fighter training

**1981**                    Abitur with general higher education entrance qualification from Mariengymnasium Jever

## Special expertise

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Merger & acquisitions, exit management  
Change management, coaching, mediation  
Innovation management and IT  
Strategic program/portfolio management  
Outsourcing/offshoring  
Compliance and corporate governance  
International contract law  
Investment banking and asset management

## Specific functions

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Internationally recognized air traffic expert  
Engagement manager on behalf of consultancy companies, incl. McKinsey, KPMG, BCG  
Lecturer on aviation (incl. Airport Academy Frankfurt, TU Darmstadt)  
Lecturer on management information systems (University of Münster, ETH Zurich)  
Limited partner in various companies  
Board of Directors at Schweizer AG

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Best regards from [REDACTED]

.....  
[REDACTED]

[REDACTED]

**BAYER Aktiengesellschaft  
Gebäude Q 26 (Legal  
Department) Kaiser-Wilhelm-  
Allee  
51373 Leverkusen**

Thursday, April 11, 2024

**Countermotion  
for the BAYER Annual Stockholders' Meeting on April  
26, 2024**

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 attempt to persuade the stockholders to vote in favor of the following countermotions:

**Countermotion to Item 2:  
Ratification of the actions of the members of the  
Board of Management**

The BAYER Group always alleges there is no causal link between administration of the medicinal product DUOGYNON® and reported cases of fetal deformity. The company refers in this connection to comprehensive studies in the 1970s and 1980s and to assessments by renowned experts from Germany, the United Kingdom and the United States that refute the causal link between taking the product and the damages. Furthermore, according to the company, court proceedings brought at the time in the United Kingdom and the criminal investigation conducted at that time in Germany come to the same conclusion. According to the Board of Management member responsible for the Pharmaceuticals Division, no new scientific findings exist which would challenge the assessments made at the time.

These statements, which have been repeatedly presented to DUOGYNON victims for years, are a blatant and uniquely scandalous case of science denial and are without any basis in chemistry. For decades, these untruths have been successfully propagated through an extensive network to the detriment of the innocent victims who have suffered from the effects of their deformities their entire lives.

[REDACTED]

The 2023 publication "FEHLBILDUNGEN DURCH SCHWANGERSCHAFTSTEST - DUOGYNON®-SKANDAL ENDLICH AUFGEKLÄRT" ("Deformities through a pregnancy test - Duogynon® scandal finally solved") explains five ways how the synthetic sexual steroids used in DUOGYNON® bind to the DNA of the embryo and mother. The resulting DNA adducts can lead to mutations and cancer. These insights were compiled based on published scientific experiments conducted in Germany, Switzerland and the United States going back to 1923, and clearly explain the DUOGYNON victims' damages. It is therefore outrageous for BAYER to claim that there are no known new findings. This negates the entirety of research into hormones.

DUOGYNON® is the only drug product to date for which no data on pharmacokinetics exists, which is why no information is available on the drug's interactions with endogenous processes. We have known about Lewis structures - also known as electron dot structures - since 1923, however, and the decoding of DNA by Watson and Crick in 1953 revealed the nucleophilic structure of DNA. Since then it has been clear that according to the laws of nature, electrophiles have to react with nucleophiles - and thus DUOGYNON® with DNA.

Yet BAYER AG, a world leader in the pharmaceuticals market, categorically rules out this law of nature for DUOGYNON®. This ought to sow doubt about the quality of BAYER products if the company disputes the laws of nature and offers studies to back that up. Furthermore, any study that opposes experimental results is wrong! Yet BAYER attempts to do so repeatedly with its argumentation for DUOGYNON®.

[REDACTED]

As the legal successor to Schering AG and represented by its Board of Management, BAYER continues to spread false claims about how the ingredients of DUOGYNON® work. All exculpatory claims of capacities so far are without any basis in chemistry and thus obsolete. Although DUOGYNON® was taken off the market, the company continues to sell its problematic ingredients ethinylestradiol and norethisterone acetate in birth control pills and other hormone products to make money.

As the current Board of Management continues to shirk its responsibility with regard to "DUOGYNON®" - I call on the stockholders not to ratify the actions of its members.

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

Sincerely,

[signed]

[REDACTED]

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 four women and six men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.



Coordination gegen BAYER-Gefahren • Postfach 15 04 18 • D-40081 Düsseldorf

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



Für Umweltschutz und sichere  
Arbeitsplätze bei BAYER weltweit!

April 11, 2024

## Countermotion for the BAYER Annual Stockholders' Meeting on April 26, 2024

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 urge stockholders to vote in favor of the following countermotion:

### Countermotion to Agenda Item 4: Supervisory Board elections

We hereby propose that the following candidates be elected with effect from the end of the Annual Stockholders' Meeting 2024 through to the end of the Annual Stockholders' Meeting that will resolve on the ratification of their actions for the fiscal year 2027:

- B** a) Brigitte Hinch-Weisel, educator  
Member of the Executive Committee of the Coordination against BAYER-Dangers (unsalaryed)
- C** b) Jan Pehrke, journalist  
Member of the Executive Committee of the Coordination against BAYER-Dangers (unsalaryed)
- D** c) Marius Stelzmann, Managing Director of the Coordination against BAYER-Dangers

Coordination gegen BAYER-Gefahren e.V. / CBG  
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[www.CBGnetwork.org](http://www.CBGnetwork.org)





**E** d) Max Meurer, Student

**F** e) Christiane Schnura, social education specialist

This proposal is based on these candidates' many years of expertise in assessing the requirements that a company must set itself in order to be able to manufacture in a socially just and ecological manner.

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

**On behalf of the Executive Committee of the Coordination against BAYER-Dangers**

[s  
- [REDACTED] -

[s  
- [REDACTED] -



Für Umweltschutz und sichere  
Arbeitsplätze bei BAYER weltweit!

Coordination against BAYER-Dangers \* Postfach 15 04 18 \* D-40081 Düsseldorf, Germany

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April 11, 2024

#### **Countermotion**

#### **for the BAYER Annual Stockholders' Meeting on April 26, 2024**

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 urge the other stockholders to vote in favor of the following countermotion:

#### **Countermotion to Agenda Item 2:**

**The actions of the members of the Board of Management shall not be ratified**

At BAYER's Annual Stockholders' Meeting last year, the Board of Management of BAYER obtained authorization from the stockholders to hold virtual annual stockholders' meetings. This year, despite there being no pandemic-related reasons to do so, the company is for the first time exercising its right to convene virtual annual stockholders' meetings in order to avoid facing direct criticism. The Coordination against BAYER-Dangers (CBG) views this as a violation of stockholder democracy and therefore calls for the actions of the members of the Board of Management to not be ratified.

German Health Minister Karl Lauterbach officially declared the COVID-19 pandemic to be over at the beginning of April 2023. A public health emergency therefore can no longer serve as grounds for holding an annual

stockholders' meeting in online form. The company has other motives: the Supervisory Board and the Board of Management do not want to be personally confronted with criticism of the company and are therefore accepting a further weakening of stockholder democracy, which is already underdeveloped.

As early as 2023, major German companies of comparable economic significance to the BAYER Group once again held in-person annual stockholders' meetings - and in 2024, even more companies did so. The Leverkusen-based multinational corporation decided against that, however, and thus against a fair and barrier-free participation option for small shareholders and critics of the company. On top of everything else, the company obtained consent from its major investors for an advance resolution that enables the Board of Management to also choose the online option in the next two years independently of pandemic situations. The company's management exercised this option in 2024.

Back in 2020, the CBG had already warned that once virtual annual stockholders' meetings became possible, there would be no going back. And that is exactly what happened: after what the company considered to be a successful trial run, BAYER lobbied strongly for a law enabling it to permanently flee from criticism of the company by escaping into the virtual world. This legislation "to introduce virtual annual stockholders' meetings by corporations" has since allowed the Board of Management to keep those who have been harmed by BAYER products, as well as critical stockholders, at arm's length rather than being directly confronted by them.

In the past, those harmed by BAYER products and other speakers were able to enter into a vibrant dialogue with both the Board of Management and the stockholders at large. They could not only present their concerns, but also discuss them further with interested listeners. This prompted a not insignificant number of stockholders to follow calls by the company's critics to vote against ratifying the actions of the members of the Supervisory Board and the Board of Management. This type of interaction is now no longer possible. Furthermore, activists can no longer inform the stockholders about their concerns using leaflets, posters, small-scale activities or other acts of political communication.

BAYER is not even fully utilizing all of the virtual participation options enabled by law. Thus, BAYER is not permitting the submission of questions prior to the Annual Stockholders' Meeting which would require written responses. After all, if everything had to be written in black and white, the company would not be able to avoid providing proper

information and speaking clearly. It would not be able to make the usual excuses without exposing itself.

As long as the Annual Stockholders' Meeting only takes place online in a virtual setting, it is no longer a forum of true discourse between stockholders and management. Last year, the Board of Management had the stockholders sign off on the option of selecting such a format and is now making use of it to preclude spirited criticism of the company. The actions of its members therefore must not be ratified.

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

On behalf of the Executive Committee of the Coordination against BAYER-Dangers

[signed]

- [REDACTED] -

[signed]

- [REDACTED] -

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 four women and six men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.

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Subject: Election proposal / stockholder number: [REDACTED]

Dear Bayer Aktiengesellschaft,

**A**

I would like to submit a counterproposal (Agenda Item 4) to nominate myself for election to the Supervisory Board at the forthcoming Annual Stockholders' Meeting on April 26, 2024. I hereby give my consent to publication of the extended counterproposal. Furthermore, I request a vote in accordance with Section 137 of the AktG.

My counterproposal comprises the following information:

"Name, first name: Georgiadis, Savvas

Occupation : Qualified electrical engineer (Dipl.-Ing. (FH)), managing partner

Place of residence: Nürnberg, Germany

Year of birth: 1979

Place of birth: Cologne, Germany

Nationality: German, Greek

Employment history: Since 2008, managing partner, IngSG GmbH, Nürnberg, Germany

Education: Degree in electrical engineering with specialization in automotive electronics at the University of Applied Sciences in Cologne (FH Köln)

Honorary positions: Lay judge, Nürnberg Finance Court; member of the Trade and Services Technical Committee of the German Chamber of Industry and Commerce (IHK); member of the Securing Skilled Personnel Technical Committee of the German Chamber of Industry and Commerce (IHK)

Membership in statutory supervisory boards of corporations in Germany:

-

Membership in comparable supervising bodies of corporations in Germany or abroad:

-

"

I have sufficient capacity to exercise this office. You can rely on my independence as I have not been active on the Supervisory Board for more than 10 years.

Many thanks in advance.

Sincerely,

Savvas Georgiadis



Coordination against BAYER-Dangers \* Postfach 15 04 18 \* D-40081 Düsseldorf, Germany

Bayer Aktiengesellschaft  
Building Q26 (Legal Department)  
Kaiser-Wilhelm-Allee 20  
51373 Leverkusen

April 11, 2024

**Counter-motion for the BAYER Annual Stockholders' Meeting on April 26, 2024**

We hereby give notice of our intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 3 of the Agenda, and urge the other stockholders to vote in favor of the following counter-motion:

**Counter-motion to Agenda Item 3: The actions of the members of the Supervisory Board shall not be ratified**

The glyphosate lawsuits filed by cancer sufferers seeking financial compensation have plunged BAYER into a massive crisis. As a result, the management is under growing pressure to split up the company. At the Financial News Conference, however, the Board of Management rejected this proposal - for the time being. Instead, it is committed to job destruction. The Coordination against BAYER-Dangers and critical shareholders that it represents reject the way that the harmful consequences of glyphosate production for human health and the environment are being taken out on the workforce. However, the Supervisory Board supports this corporate strategy. The actions of its members therefore must not be ratified.

At the Financial News Conference on March 5, BAYER CEO Bill Anderson outlined a restructuring model called Dynamic Shared Ownership. Despite

the vague formulations such as "eliminating bureaucracy", "making structures leaner" and "accelerating decision-making processes", it is actually a brutal job destruction program. The precise scope has not yet been reported by Bayer. However, it has announced "substantial job cuts" and has not even ruled out job dismissals for operational reasons. Anderson has estimated the savings potential at two billion euros annually from 2026. Upper management will be particularly hard hit. In the United States, the Pharmaceuticals Division has already axed 40 percent of its jobs. The workforce is in a state of fear as a result.

This job destruction is the Board of Management's reaction to the still unresolved glyphosate issues. Following the first verdicts from judges who imposed punitive payments amounting to millions, Bayer switched to a mediation approach, which it has since moved away from, however. It then attempted in vain to gain a verdict in its favor from the US Supreme Court. Then Bayer took a wrong turn by adopting a policy of deterrence. It took particularly promising lawsuits to court and hoped that easy victories would motivate the elderly plaintiffs to accept low-cost settlements and discourage potential new plaintiffs from entering into legal disputes, a strategy which however did not prove successful.

More than five years have now passed since the first verdict, and a solution for how to deal with the affected individuals is still not in sight. According to the Annual Report, there are still 54,000 glyphosate lawsuits pending. Even so, the Board of Management remains committed to the product, continues to market it and is still hatching new legal tricks to dodge the claims for compensation.

This has all plunged BAYER into the biggest crisis in its history and is threatening its existence; there is still the risk that the company will have to be split up. It is the employees alone who now have to pay the price for this situation. The Supervisory Board has allowed it to happen. The actions of its members therefore must not be ratified.

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

**On behalf of the Executive Committee of the Coordination against BAYER-Dangers**

[signed]

- [redacted] -

[signed]

- [redacted] -

April 10, 2024

[REDACTED] \* [REDACTED] \* [REDACTED] \* [REDACTED]

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

**Countermotion for the Annual Stockholders' Meeting of the BAYER Group on April 26, 2024**

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 3 of the Agenda and instead urge the stockholders to vote in favor of the following countermotion.

**Countermotion to Agenda Item 3: The actions of the members of the Supervisory Board shall not be ratified**

Polychlorinated biphenyls (PCBs) continue to cause immense harm to humans, animals and the environment, even though these substance groups were banned long ago. BAYER and its current subsidiary MONSANTO ranked among the major producers. Nevertheless, the Leverkusen-based multinational company refuses to accept liability for this. Instead, the company is attempting to deny all blame at its current trials in the United States. It is also not contributing to the decontamination of affected buildings. The Supervisory Board approves this course of action by the Board of Management. The actions of its members therefore must not be ratified.

According to the Stockholm Agreement of 2001, polychlorinated biphenyls (PCBs) rank among the 12 most poisonous industrial chemicals ("the dirty dozen"). These degrade only very slowly in the environment and are therefore considered "forever chemicals." Prior to being banned, PCBs were primarily used in electrical appliances, joint sealants, coatings, oils and floor coverings. The highest levels of PCB contamination are found in older public buildings such as schools, universities and administrative offices.

Potential health consequences include damage to genetic material, cancer and infertility; liver, kidney, thyroid and skin disorders; diseases of the immune system; neurological diseases of the brain, mental disorders and disorders of the peripheral nerves.

Experts estimate the expected costs for compensation at several billion euros. Instead of engaging in the usual legal mudslinging, however, the victims and BAYER AG itself would be far better served if the company management ensured transparency and proactively took responsibility.



[REDACTED] April 10, 2024

This would be the best possible advertisement for the company and would restore the trust of those affected, their families and the communities in the United States and here in Germany and Europe.

However, this would require a change in strategy towards working together with the owners and authorities to clean up the contaminated sites and to remedy the environmental damage. Of course, nobody wants to bankrupt BAYER, but participating in this task for society as a whole could spare our children, young people and teachers further preventable serious damage to their health or even death. It would therefore be advisable to offer the plaintiffs fair settlements so that the lawsuits can be quickly brought to an end and the enormous remediation work can finally seriously begin.

However, the company is not prepared to do this. The Supervisory Board supports this business policy instead of demanding a different approach to the PCB crisis. This is why I propose that the actions of the Supervisory Board not be ratified.

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

Sincerely,

[signed]  
[REDACTED]



Coordination against BAYER-Dangers \* Postfach 15 04 18 \* D-40081 Düsseldorf, Germany

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51373 Leverkusen

April 9, 2024

**Counter-motion for the BAYER Annual Stockholders' Meeting on April 26, 2024**

We hereby give notice of our intention to oppose the motions of the Supervisory Board with regard to Item 5 of the Agenda, and urge stockholders to vote in favor of the following counter-motion:

**Counter-motion to Agenda Item 5:**

**Approval of the compensation system for the members of the Board of Management**

The Supervisory Board is proposing compensation for the Board of Management that is too high. Payments that are many times higher than the average annual salary of BAYER's non-managerial employees are neither internally nor externally justifiable. Moreover, the BAYER Group makes a large part of the compensation contingent on increasing the profitability of the business, thus creating false incentives. In its own words: "We focus on growth, profitability and liquidity as financial performance indicators that serve as significant incentivization factors in our compensation system for the Board of Management."

We therefore call on stockholders to reject the proposed compensation system.

The Compensation Report sets the annual target compensation for CEO Bill Anderson at not less than 8.5 million euros. The salaries of the other Board of Management members are all in the region of 1.3 million euros. That is far too much.

Furthermore, the company ties the performance-related components of the Board of Management's compensation almost exclusively to financial criteria. Achievement of sustainability targets is only a factor when calculating long-term cash compensation and makes up only about nine percent of the total compensation overall.

Furthermore, the Supervisory Board does not precisely define the sustainability targets, despite the existence of concrete variables that could serve as a yardstick, such as CO<sub>2</sub> emissions. "Social sustainability" is likewise not defined in more detail, although there are benchmarks that could apply in this field, such as compliance with social and ecological standards along the entire value chain, equal pay for men and women, or the avoidance of double standards when marketing pesticides and other products.

The sums involved are beyond any reasonable measure, especially when compared with the compensation of other company employees. For example, BAYER's CEO earns 69 times more than the average annual salary of a non-managerial employee at the company. The other members of the Board of Management rake in 11 times more.

The Coordination against BAYER-Dangers (CBG) already criticized this at the last Annual Stockholders' Meeting, but Supervisory Board Chairman Norbert Winkeljohann appeared unconcerned about the devastating negative social consequences of this kind of pay gap. On the contrary, he stated that the widening pay gap represents "an intrinsically logically consistent difference."

In the view of the Coordination, the Board of Management compensation system described in the Compensation Report demonstrates a flagrant lack of social responsibility. The CBG therefore urges stockholders to reject this compensation system.

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

On behalf of the Executive Committee of the Coordination against BAYER-  
Dangers



- [Redacted] -



- [Redacted] -

Düsseldorf, April 9, 2024

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

**Counter-motion for the Annual Stockholders' Meeting of the BAYER Group on April 26, 2024**

I hereby give notice of my intention to oppose - in my role as a member of the Executive Committee of the Coordination Against BAYER-Dangers - the motions of the Board of Management and the Supervisory Board with regard to Item 2 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following counter-motion:

**Counter-motion to Agenda Item 2: The actions of the members of the Board of Management shall not be ratified**

The BAYER Group's method of production is solely profit-oriented and contributes massively to the destruction of our environment and the acceleration of man-made climate change. Responsibility for these business practices lies with the Board of Management. The actions of its members should therefore not be ratified.

BAYER emitted three million metric tons of greenhouse gases in 2023 - a decline of only 28,000 tons compared with 2022. Methane emissions have actually increased by 1,000 tons of CO<sub>2</sub> equivalents since 2019. This is irresponsible in view of the fact that methane is responsible for nearly one-third of the global temperature increase according to the International Energy Agency. Yet that's not all: the company reported increases for two further climate-damaging substances - fluorinated hydrocarbons and nitrous oxide - compared with 2022.

A large part of BAYER's greenhouse gas emissions is attributable to glyphosate, as this herbicide is also a veritable climate killer in addition to everything else. Its entire production process consumes a huge amount of energy. For example, the furnace at the Soda Springs site in the United States has to be heated to an operating temperature of 1,500° Celsius to extract the glyphosate precursor phosphorous from phosphorite. This resulted in CO<sub>2</sub> emissions of 516,556 tons and methane emissions of 7.4 tons in 2022. The processing of phosphorous into the end product ROUNDUP in Luling is also immensely harmful to the climate. Here the carbon dioxide emissions amounted to 85,712 tons and methane emissions to 1.61 tons in 2022.

The company is not making any progress toward its own goal of generating power from renewable energies and becoming climate-neutral by 2030. Most of the electricity BAYER produces itself is still generated from natural

gas. BAYER has made at least some progress with regard to externally purchased electricity, however, because here the company is increasingly focusing on renewables.

Rather than attempting to actually reduce its greenhouse gas emissions, BAYER pursues a policy of "compensation rather than reduction." The agrochemical giant plans to offset a substantial share of its emissions through investment in reforestation projects and other programs, which the German news magazine *Der Spiegel* describes as "selling green indulgences."

The global player claims such measures had a positive impact of 600,000 tons on its carbon footprint in 2023. Yet there is considerable doubt as to how reliable this figure is. That's because for some of its compensation transactions, the agrochemical giant purchased certificates from a company called Verra that - according to research by the news weekly *Die Zeit* and other media - did not represent actual carbon dioxide savings but rather were "a pile of junk."

Overall, BAYER's environmental record for 2023 is simply not good. According to its Sustainability Report, for example, emissions of particulates increased by 4.4 percent and the release of total organic carbon into wastewater by 0.4 tons. Furthermore, the company has made no progress with regard to water consumption. BAYER used just as much water last year as in 2022, at 53 million cubic meters. Of this figure, an unchanged 21.3 million cubic meters came from groundwater. To make matters worse, the agrochemical giant's tremendous thirst also extends in the same magnitude to regions impacted by water scarcity. BAYER extracts three million cubic meters of water in such regions.

In other words, the BAYER Group does not live up to its commitment to assume responsibility for the environment. These are simply empty words that are part of a PR strategy and intended to portray BAYER as an environmentally conscious company.

Serious plans are needed to fight climate change and damage to the environment, yet the Board of Management is more interested in generating billions in profits. The actions of its members should therefore not be ratified.

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

Sincerely,

- [REDACTED] -

[REDACTED]

April 8, 2024

[REDACTED] \* [REDACTED] \* [REDACTED] \* [REDACTED]

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

**Counter-motion for the Annual Stockholders' Meeting of the BAYER Group  
on April 26, 2024**

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 instead urge stockholders to vote in favor of the following counter-motion:

**Counter-motion to Agenda Item 2:**

**The actions of the members of the Board of Management shall not be ratified**

The current BAYER subsidiary MONSANTO produced the chemical weapon Agent Orange for the Vietnam War. Tran To Nga, who was injured by this substance, is therefore suing BAYER and 13 other companies for damages. The Leverkusen-based multinational company does not, however, recognize any culpable conduct and rejects the claims. The Board of Management bears responsibility for this legal strategy. The actions of its members therefore must not be ratified.

From as early as 1950, MONSANTO was already in regular contact with the chemical weapons department of the US military regarding the possibility of using the herbicidal active substance 2,4,5-T for military purposes. Moreover, the company was aware of the dangerous nature of the Agent Orange chemical right from an early stage. During a meeting held with other manufacturers of this product to discuss the health risks, however, MONSANTO exerted pressure on the representatives of these other companies to conceal these risks from the US government.

This had immense consequences for both humans and the environment. More than 4.8 million Vietnamese citizens were exposed to these pesticides converted into chemical weapons. Three million continue to suffer to this day, and children are still being born with deformities. Swiss publicist Peter Jaeggi therefore describes the Vietnam conflict as a "never-ending war."

One of those who was injured is Tran To Nga. "They sprayed so much Agent Orange that we were completely wet in the end," she says, recalling the

[REDACTED]

April 8, 2024

[REDACTED]

day in December 1966 when she first came into contact with the herbicide. Fairchild C-123 transport aircraft had approached at low altitude and sprinkled a white powder over the ground. "The powder transformed into a sticky liquid that covered my body. A fit of coughing took me and I felt like I was suffocating," remembers the now 82-year-old woman.

Tran To Nga was exposed to Agent Orange "rain" two further times, leading to numerous health problems. For example, she suffers from the blood disease alpha-thalassemia, chloric acne and a heart defect that she passed on to her first daughter and of which the child died after only 17 months. Tran's other two daughters have also been impacted. One inherited alpha-thalassemia from her mother, while the other suffers from asthma.

Neither Tran To Nga nor any of the other individuals similarly impacted have ever received compensation for these injuries. She therefore decided in 2014 to sue MONSANTO and the other manufacturers. "I'm not fighting for myself, but rather for my children and the millions of other victims," Tran says, explaining her motivation.

The BAYER Group defends the actions of what is now its subsidiary, however, and is pleading "not guilty." "For years, courts around the world have found that suppliers are not liable for damage claims arising in connection with the wartime use of these products by the US government," the company explains. In BAYER's view, it was the US government that "decided when, where and how the substance was used six decades ago."

Yet that's not all: the company's attorneys are attempting to exert pressure on Tran To Nga. "During the trial, they suddenly wanted me to produce the contract with the press agency I worked for during the war. That is absurd (...) They said that if I was unable to produce this contract, I would have to compensate each of the accused companies at a rate of 200 euros per day." Apart from that, the attorneys are banking on a biological solution. "They know I have these diseases and are hoping that I'll disappear before the trial ends."

The Board of Management bears responsibility for this defense strategy and has no intention of changing it at the appeal hearing scheduled for May. I therefore move that the actions of its members not be ratified.

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

Sincerely,

[signed]

[REDACTED]



Düsseldorf, April 4, 2024

██████████ · ██████████ · ██████████  
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Kaiser-Wilhelm-Allee 20  
51373 Leverkusen

**Counter-motion for the Annual Stockholders' Meeting of the BAYER Group  
on April 26, 2024**

I hereby give notice of my intention to oppose - in my role as a member of the Executive Committee of the Coordination Against BAYER-Dangers - the motions of the Board of Management and the Supervisory Board with regard to Item 3 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following counter-motion:

**Counter-motion to Agenda Item 3: The actions of the members of the Supervisory Board shall not be ratified**

BAYER is attempting through all available means to weaken the approval regulations for crops modified with gene scissors such as CRISPR/Cas although this harbors substantial risks for humans, animals and the environment. The Supervisory Board approves of this course of action. The actions of its members therefore must not be ratified.

According to the company, the modifications initiated using gene scissors can be "precisely controlled." This is by no means the case, however. Unintended mutations often occur in the intended locations, and intended mutations often occur in unintended locations. It is partly for this reason that the German Federal Agency for Nature Conservation (BfN) does not consider constructs created by means of new genomic techniques (NGT) to be less harmful than those produced by gene transfer. "In the opinion of the BfN, the statement that NGT-based plants harbor fewer risks in general is not accurate," states the Federal Agency. It recently received support from the French agency ANSES, which determined in an expert opinion that through these processes, "unexpected effects on the phenotype and agronomic properties of plants are always possible, and unexpected changes to the composition of the plant or to food products produced from it could also be possible." ANSES listed "changes in the toxicity, allergenicity or nutrient properties" as specific examples.

Nevertheless, BAYER vigorously lobbied the EU to achieve deregulation of the new genomic techniques. The Transparency Register of the EU shows meetings with Lukas Visek from the cabinet of Frans Timmermans, who served as Executive Vice President of the European Commission for the European Green Deal until the end of August 2023, and with Joanna Stawowy and Jorge Pinto from the cabinet of EU Agriculture Commissioner Janusz Wojciechowski.

The company also lobbied for a proposed regulation. It was especially important to the company to avert a labeling requirement. The submitted document therefore states that "application of the current EU regulations on GMO labeling and traceability to NGT-based plants that are comparable to conventionally bred plants is disproportionate and difficult to enforce." And the company attained its goal: the proposal by the EU Commission stipulates that most arable crops produced using gene scissors such as CRISPR/Cas shall be treated like crops produced using conventional breeding practices and exempted from both risk assessments and labeling requirements.

This takes away consumers' freedom of choice and jeopardizes the livelihoods of organic farmers because they can no longer guarantee their products. "No matter how you look at it and what precautionary measures we take, this proposed law would make it impossible for us to prevent contamination from genetically engineered products in our fields and stables," says organic farmer Bärbel Endraß with respect to the European Union's plans.

When it comes to commercial usability, however, these plants are indeed very special for BAYER. "As with other technologies, protection of intellectual property rights is of crucial importance for new genomic techniques," the company says. After all, the company would make hardly any money without patent protection. And these genetic crops that the company wants to be indistinguishable from natural plants thus suddenly become creations made by BAYER.

The German Plant Breeders' Association (BDP) and the German Farmers' Association DBV are staunchly opposed to this. "We need to scrutinize the systems protecting intellectual property rights in plant breeding and come up with a quick, legally binding solution according to which biological material that could also occur or be generated in nature cannot be patented," demands BDP Executive Director Dr. Carl-Stephan Schäfer. And DBV President Joachim Rukwied also warns: "There must not be patents on plants."

Yet the Supervisory Board supports the Board of Management's strategy with regard to new genomic techniques. I therefore call on the Annual Stockholders' Meeting not to ratify the actions of its members.

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

Sincerely,

[signed]

- [REDACTED] -

[REDACTED]

BAYER Aktiengesellschaft  
Attn: Mr William N. Anderson  
Building Q26 (Legal Department)  
Kaiser-Wilhelm-Allee 20  
51373 Leverkusen

## **Counter-motion on ratifying the actions of the Board of Management members**

Ladies and Gentlemen,

In view of the impending decision on ratifying the actions of the members of the Board of Management at the upcoming Annual Stockholders' Meeting, I would like to put forward a counter-motion, proposing that the actions of the members of the Board of Management not be ratified.

Following close examination of the information at hand and looking at the performance of the Board of Management in 2023, I believe that not ratifying the actions of the Board of Management would not only be appropriate, but also in the interest of the company.

Reasons:

**Lack of success:** Despite the current challenges and opportunities, the Board of Management has failed to unlock the full potential of the company. Sales and earnings growth fell short of expectations, which can be attributed to insufficient strategic alignment and execution. This includes, in particular, failures in the development of new medicines.

**A lack of transparency:** Board of Management communication with stockholders and other stakeholders was neither satisfactory nor sufficiently transparent. Key decisions (such as the decision not to split up the company) were not sufficiently explained, leading to a loss of confidence in the management.

**A lack of innovation and adaptability:** The Board of Management has failed to come up with innovative strategies (company split-up, sale of non-core businesses) and adapt the company to changing market conditions.

This has led to a fall in the company's competitiveness and has held back its long-term growth.

In view of these aspects, I believe that it would be appropriate and necessary to not ratify the actions of the members of the Board of Management in order to send a clear message that the performance and governance of the company needs to be improved.

I therefore ask you to consider my counter-motion and to not ratify the actions of the members of the Board of Management.

Please do not hesitate to contact me should you have any further questions or require additional information.

Kind regards,

[REDACTED]