



Compensation Report

2023

Compensation Report

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Foreword by the Chairman of the Supervisory Board

Dear stockholders,

On behalf of the Supervisory Board of Bayer AG, I am pleased to present our 2023 Compensation Report and updated compensation system proposed for 2024. In this letter I address several key areas of focus for the Supervisory Board and realigned Human Resources and Compensation Committee in relation to the compensation of the Board of Management:

1. Extensive engagement with stockholders and responsive actions taken
2. 2023 pay outcomes and their alignment with company performance
3. Compensation in connection with the appointment of our new CEO
4. Improved compensation system for the Board of Management effective for 2024



Prof. Dr. Norbert Winkeljohann,
Chairman of the Supervisory Board
of Bayer AG

Supervisory Board actions responsive to stockholder feedback

Engaging with our stockholders is a top priority for Bayer and the Supervisory Board. We regularly meet with stockholders representing approximately 40% of shares outstanding (which is 59% of shares held by institutional investors) in addition to the normal course, investor relations-driven discussions. As Supervisory Board Chairman, I lead many of these engagements and am grateful for the constructive dialogue with and comprehensive feedback shared by stockholders.

Since the 2022 Annual Stockholders' Meeting, a primary focus for these discussions has been on Board of Management compensation. The 2022 Compensation Report received only 52% support at the Annual Stockholders' Meeting in 2023, and while this was an improvement over the 24% received in the prior year, the Supervisory Board and the Human Resources and Compensation Committee understood that we had more to do to respond to our stockholders.

The feedback from our stockholders is reflected in both the 2023 Compensation Report, which includes enhanced disclosures and payouts reflective of performance, and the go-forward compensation system effective for 2024 subject to stockholder approval. While the views of stockholders varied and were not consistent in all areas, we did our best to reflect consensus feedback in our actions while also making a commitment to transparency around our decision-making processes.

Details on our responsive actions can be found in the table in Section 1.1.2 of the Compensation Report.

2023 performance and alignment with pay outcomes

2023 was a challenging year for Bayer, and we are disappointed with how our company performed overall. The Crop Science Division experienced significant headwinds due to declines for glyphosate-based products. The Pharmaceuticals Division saw declines due to an unfavorable product mix and pricing pressure from generics. Conversely, the Consumer Health Division, despite unfavorable market dynamics, performed well against its peers, through improving operating efficiencies and price management efforts.

The compensation system ensures the alignment of incentive payouts with overall company and divisional performance while also reflecting the stockholder experience. This is evidenced by pay outcomes for 2023 being well below target as the company did not meet the ambitious goals set by the Supervisory Board at the beginning of the respective performance periods:

- // For the short-term incentive (STI), average target attainment was 12.8%, compared with 129.5% in 2022. This is based on the below-target attainment levels for all three equally weighted components of the STI. Core earnings per share, which came in at €6.39 reflecting Bayer's operational performance, resulted in below-target attainment of 0%. Free cash flow was €1,311 million, in line with our updated guidance, but missed the stretched incentive goal and resulted in attainment of 0%. Finally, the Crop Science, Pharmaceutical and Consumer Health divisional components, which are based on EBITDA margin and sales growth, resulted in attainment levels of 0.0%, 35.0% and 101.5%, respectively.
- // For the long-term incentive (LTI), the first tranche of the four-year performance period of the Aspire 3.0 granted in 2020 was earned substantially below target at 13.15%, reflecting Bayer's disappointing stock performance during the period January 1, 2020, to December 31, 2023, both in absolute terms and relative to the EURO STOXX 50 Total Return.

Average direct compensation awarded to the Board of Management in 2023 amounted to 13.0% of target direct compensation, compared with 87% in 2022 and 92% in 2021, demonstrating strong alignment between pay and company performance.

Compensation in connection with the appointment of our new CEO

Appointing a new CEO was a top priority of the Supervisory Board in 2023, and it was a task that we undertook acknowledging stockholder calls for a change in strategy and leadership. We are incredibly pleased to have Bill Anderson as our CEO leading us forward as we embark on a refreshed strategy that best leverages the tremendous assets of Bayer to drive better performance and overcome our recent challenges. When approving Bill Anderson's compensation package, the Supervisory Board considered the highly competitive global talent environment, the need for a competitive compensation level that at least reflected what he received at his previous employer, and a structure that incentivizes performance and aligns to the stockholder experience. In connection with his hire, Bill Anderson was granted a payment as partial reimbursement for equity he was required to forfeit from his previous employer, and was eligible to participate in our incentive programs for 2023 under the performance requirements set forth at the beginning of the year (resulting in a below-target STI payout). He was not granted any other one-time incentives.

The Supervisory Board thanks our former CEO, Werner Baumann, for his many years of service with Bayer. Werner Baumann is being compensated for the remaining term of his contract (until April 2024) in line with his service contract provisions. Beyond that, no additional compensation was paid to Werner Baumann, and his outstanding LTI tranches are not subject to accelerated vesting or early payment and will be earned only if the original performance criteria are met. While these three LTI tranches ultimately may not pay out, the fair value of the outstanding tranches must be reported as a lump sum in this year's tables based on accounting rules.

Improved compensation system for the Board of Management

The Supervisory Board and Human Resources and Compensation Committee have developed an improved Board of Management compensation system that is responsive to stockholder feedback, including structural amendments to simplify the system and ensure that compensation decisions are more closely aligned to company performance and the stockholder experience. Key changes include:

// Within the STI

- Litigation-related expenses will no longer be excluded from the calculation of free cash flow and ultimate payout.
- Metrics align to our go-forward strategic priorities to ensure we're incentivizing the right levers to drive performance.
- Targets set at the beginning of each performance period will align to our capital market guidance (where applicable).
- The Supervisory Board will have a limited ability to adjust final payouts for extraordinary events.

// Within the LTI

- Greater alignment to long-term stockholder value creation by doubling the proportion of LTI opportunity linked to relative total shareholder return (TSR) from 40% to 80%
- The relative TSR metric will now require meaningful outperformance at the 60th percentile of the benchmark index companies to achieve target payout.
- Sustainability targets will continue to be weighted at 20% of the LTI.

The updated compensation system will be presented for stockholder approval at the 2024 Annual Stockholders' Meeting. A detailed description of the system, including the changes compared with the previous system, are included in the Notice of the Annual Stockholders' Meeting. While the compensation system is typically in place for four years, the Supervisory Board will review it mid-cycle to ensure it is working as intended.

Conclusion

The Supervisory Board has taken significant actions to be responsive to stockholder feedback. These include pay outcomes that align with company performance, enhanced transparency around the compensation process, and a go-forward compensation system that creates further alignment and drives the right incentives for our current Board of Management.

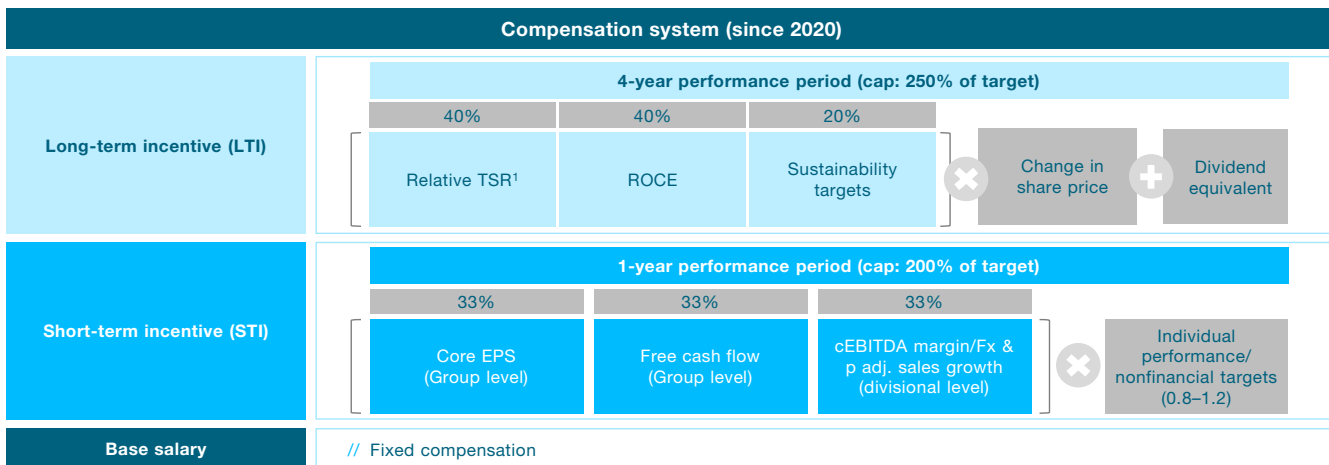
On behalf of the Supervisory Board, I'd like to express our appreciation for your support for the 2023 Compensation Report and go-forward compensation system to be presented at the Annual Stockholders' Meeting on April 26, 2024. Additional information on these and other compensation-related topics can be found in the 2023 Compensation Report and in the Notice of the Annual Stockholders' Meeting for 2024.

Prof. Dr. Norbert Winkeljohann

Chairman of the Supervisory Board

Overview of Compensation in 2023

Executive Summary



¹ Total shareholder return relative to the EURO STOXX 50 TR benchmark index

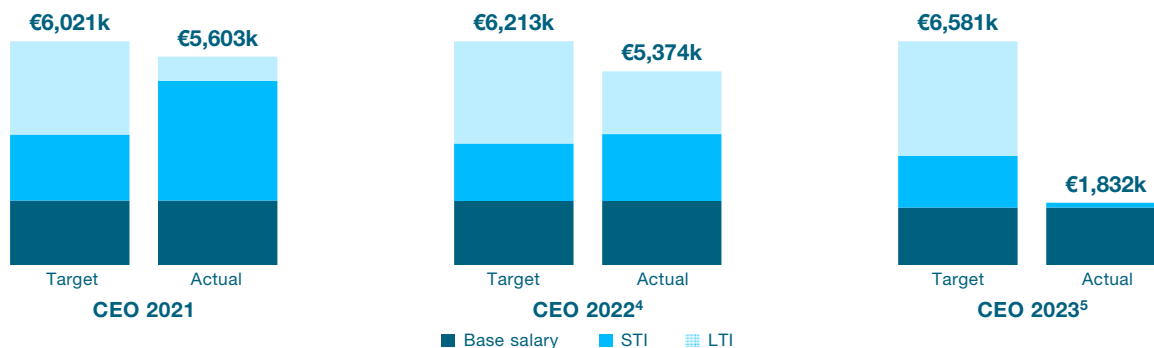
Actual performance against 2023 targets²

Short-term incentive (STI)			Long-term incentive (LTI)		
	target	attained/max		target	attained/max
Core EPS:		0/200	Relative TSR factor:		0/200
Free cash flow:		0/200	ROCE factor:		0/200
cEBITDA margin/ Fx & p adj. sales growth:		26/200	Share price development:		-45%
Performance factor:		110/120	Accumulated dividends per share:		€9.20
Total:		10/200	Total:		13/250
CEO payout (€m):		0.1/3.2	CEO payout (€m):		0/8.4

² For definition and information on target attainment, see Chapter 1.3.2. For individual target attainment (performance factor) and target attainment at divisional level (cEBITDA margin/Fx & p adj. sales growth), the CEO, Bill Anderson, is shown (rounded). Bill Anderson is not eligible for a payment for the recently vested LTI period 2020 to 2023.

CEO compensation 2021–2023

The following graphic shows the target compensation and the compensation payout (base salary and variable compensation)³ for the CEO:



³ Excluding fringe benefits and pension installment/service cost. For definition and components of the compensation paid out, see Chapter 1.3.

⁴ Taking into account stockholder feedback, the Supervisory Board, in agreement with the CEO, reduced the individual performance factor of the STI for 2022 by 14 percentage points.

⁵ Bill Anderson as of April 1, 2023 (CEO since June 1)

1. Compensation of the Board of Management

The Compensation Report produced by the Board of Management and the Supervisory Board of Bayer Aktiengesellschaft (Bayer AG) outlines the essential features of the compensation packages for the members of the Board of Management and the Supervisory Board of Bayer AG and provides information on the compensation awarded and due to each current and former member of the Board of Management and the Supervisory Board in 2023. Awarded compensation encompasses compensation for services that have been fully rendered once the fiscal year ends. The report thus complies with the regulatory requirements of Section 162 of the German Stock Corporation Act (AktG) and the recommendations and suggestions in the April 28, 2022, version of the German Corporate Governance Code. The Guidelines for Sustainable Management Board Remuneration Systems, which were most recently updated in September 2021, are also taken into account.

Pursuant to the stipulations of Section 120a, Paragraph 4 of the AktG, we will propose that the Annual Stockholders' Meeting to be held on April 26, 2024, resolve on the approval of the prepared and audited Compensation Report.

1.1 Review of 2023

1.1.1. Performance in 2023

Sales of the Bayer Group declined to €47,637 million in 2023. Sales at Crop Science fell significantly against the strong prior year (Fx & portfolio adj. -3.8%¹), primarily due to the decline in prices for our glyphosate-based products. Sales at Pharmaceuticals were level with the previous year (Fx & portfolio adj. -1.0%¹). Significant gains for our new products Nubeqa™ and Kerendia™ and continued sales growth for Eylea™ and our Radiology business were mainly offset by declines in China. Consumer Health posted an increase in sales (Fx & portfolio adj. +5.8%¹), largely thanks to strong performance in the Dermatology and Pain & Cardio categories.

EBITDA before special items of the Bayer Group fell to €11,706 million, while the EBITDA margin before special items decreased from 26.6% in 2022 to 24.6% in 2023. Crop Science registered a drop in EBITDA before special items (EBITDA margin before special items: 21.7%) that was largely due to the decline in prices for our glyphosate-based products. Earnings were also diminished by a mainly inflation-related increase in the cost of goods sold. Pharmaceuticals likewise recorded a decrease in EBITDA before special items (EBITDA margin before special items: 28.7%). This was primarily attributable to an unfavorable product mix, inflation-driven cost increases, and R&D investments. Consumer Health posted an increase in EBITDA before special items (EBITDA margin before special items: 23.4%), mainly driven by our multi-year efficiency program, price management efforts and sustained sales growth.

Core earnings per share decreased year on year to €6.39 due to the decline in earnings in the Crop Science and Pharmaceuticals divisions. Incentivized free cash flow in 2023 came in below target at €3.4 billion, resulting in a target attainment level of 0%. This was partly due to the aforementioned decline in earnings in our core business.

¹ Due to the hyperinflation-related growth in Argentina and Turkey, currency- and portfolio-adjusted sales growth was adjusted by minus 0.1 percentage points for Crop Science, minus 0.7 percentage points for Pharmaceuticals and minus 0.5 percentage points for Consumer Health when determining target attainment.

1.1.2 Response to the vote on the 2022 Compensation Report at the 2023 Annual Stockholders' Meeting

In 2020, the compensation system for the members of the Board of Management was presented to the Annual Stockholders' Meeting and approved by a large majority (94.02%) of investors. However, the 2021 Compensation Report was endorsed by only 24.11% of the participating stockholders when it was submitted to a vote at the 2022 Annual Stockholders' Meeting. The 2022 Compensation Report was presented to the Annual Stockholders' Meeting on April 28, 2023, and approved by 52.33% of the eligible votes.

The table below outlines the concerns expressed by our stockholders during engagement and how they were accounted for when preparing this Compensation Report, along with the compensation-related decisions taken by the Supervisory Board in 2023:

C 1.1/1

Investor Focus Areas and Actions Taken in Response

Area of focus	Investor feedback and Bayer's responsive actions
Litigation impact on free cash flow metric	<p>Stockholders voiced concerns that litigation payments were excluded from the calculation of free cash flow for compensation purposes.</p> <p>// Under the compensation system approved in 2020, litigation-related payments were excluded from consideration under the definition of the free cash flow component.</p> <p>// Under the updated compensation system for 2024, the free cash flow metric in the STI will not be adjusted for payments in connection with litigation and will align with values published in the Annual Report.</p>
Alignment of compensation system with go-forward strategy	<p>Some stockholders shared that the updated compensation system should align to the go-forward strategic priorities of the new CEO.</p> <p>// Metrics within the updated compensation system for 2024 will align to the go-forward strategy, with a focus on debt reduction, sales growth and strategy execution in the STI. In addition, the weighting of relative TSR in the LTI will increase from 40% to 80% to align with the focus on improving the share price.</p>
Target setting	<p>Some stockholders would like targets to be ambitious, simple to understand, and aligned with external guidance.</p> <p>// As previously committed in 2023, targets will be robust and aligned to capital market guidance (where applicable).</p>
Extraordinary events	<p>Some stockholders indicated that the Supervisory Board should be able to adjust payouts in the case of extraordinary events, which is not permitted in the current system.</p> <p>// Within the updated compensation system for 2024, the Supervisory Board will have a limited ability to adjust STI payouts for extraordinary events in line with Recommendation G.11 of the German Corporate Governance Code in a situation where calculated payouts do not align with performance (e.g., war, pandemics or other disasters). The rationale for any adjustment will be transparently disclosed.</p>
Long-term stockholder alignment	<p>Some stockholders sought increased alignment of performance measures with the long-term stockholder experience, including a more ambitious target attainment level for the relative TSR metric.</p> <p>// In the updated compensation system for 2024, the proportion of LTI payout linked to relative TSR will increase from 40% to 80% to emphasize alignment with long-term stockholder value creation and focus on improving the share price.</p> <p>// In addition, the relative TSR metric will now require outperformance of the benchmark index at the 60th percentile to achieve target payout.</p>
Focus on ESG	<p>Some stockholders sought assurance that ESG would remain a focus in the compensation system.</p> <p>// The updated compensation system for 2024 will continue to include sustainability targets weighted as 20% of the LTI.</p>
Compensation for outgoing CEO	<p>Some stockholders expressed concern that former CEO Werner Baumann would receive inflated compensation related to his departure from Bayer.</p> <p>// Werner Baumann is being compensated for the remaining term of his contract. Beyond that, he received no additional compensation. The value of Werner Baumann's payout in 2023 reflects our contractual obligations, standard market practice and the recommendations of the German Corporate Governance Code, associated with his salary for the remainder of the term of his contract (through to April 30, 2024).</p> <p>// His outstanding LTI tranches are not subject to accelerated vesting or early payment and are subject to their original performance conditions. These LTI awards will be earned and paid out only if the performance criteria is met. However, the fair value must be reported in 2023 as a lump sum based on accounting rules regardless of whether the LTI awards are ultimately earned based on performance.</p>

1.1.3 Personnel changes on the Board of Management

At its meeting on February 8, 2023, the Supervisory Board of Bayer AG unanimously appointed Bill Anderson to become Chairman of the Board of Management (CEO) of Bayer, effective June 1, 2023. He joined Bayer as a member of the Board of Management on April 1, 2023. Werner Baumann and the Supervisory Board had previously agreed to prematurely terminate Baumann's contract as a member and Chairman of the Board of Management (CEO) of Bayer AG, which had originally been scheduled to end on April 30, 2024. His service contract and term of office ended by mutual agreement on May 31, 2023.

At its meeting on August 21, 2023, the Supervisory Board of Bayer AG unanimously appointed Heike Prinz to become a member of the company's Board of Management, as well as Chief Talent Officer and Labor Director, effective September 1, 2023. Sarena Lin and the Supervisory Board had previously agreed not to extend Lin's contract as a member of the Board of Management beyond January 31, 2024. Her term of office ended by mutual agreement on August 31, 2023.

1.2 Design of Board of Management compensation

The Supervisory Board sets the Board of Management's compensation pursuant to Section 87, Paragraph 1 of the AktG. The current compensation system for the Board of Management of Bayer AG applies in the version approved by a large majority (94.02%) at the Annual Stockholders' Meeting on April 28, 2020. The compensation system is submitted to the Annual Stockholders' Meeting for approval whenever significant changes are made to this system, or at least every four years. As such, a new compensation system will be presented to the Annual Stockholders' Meeting on April 26, 2024.

The Supervisory Board applies the following guidelines and principles when designing the compensation system:

C 1.2/1

We ensure ...	We avoid ...
<ul style="list-style-type: none"> ✓ ... that we promote long-term and sustainable performance ✓ ... that we set ambitious and measurable targets ✓ ... that compensation is aligned toward performance and success ✓ ... that the interests of our stakeholders (e.g., stockholders and employees) are fully reflected in compensation ✓ ... that we take regulatory requirements fully into account ✓ ... that we offer appropriate compensation in line with market rates ✓ ... that compensation is capped ✓ ... that we are highly transparent in our compensation reporting 	<ul style="list-style-type: none"> ✗ ... prioritizing short-term success at the expense of long-term performance ✗ ... offering guaranteed variable compensation levels ✗ ... paying special discretionary bonuses ✗ ... neglecting the interests of our stockholders ✗ ... incentivizing inappropriate risks ✗ ... inappropriately high payouts and excessive severance payments ✗ ... retrospectively adjusting targets ✗ ... providing insufficient transparency in our compensation reporting ✗ ... overlapping STI and LTI targets

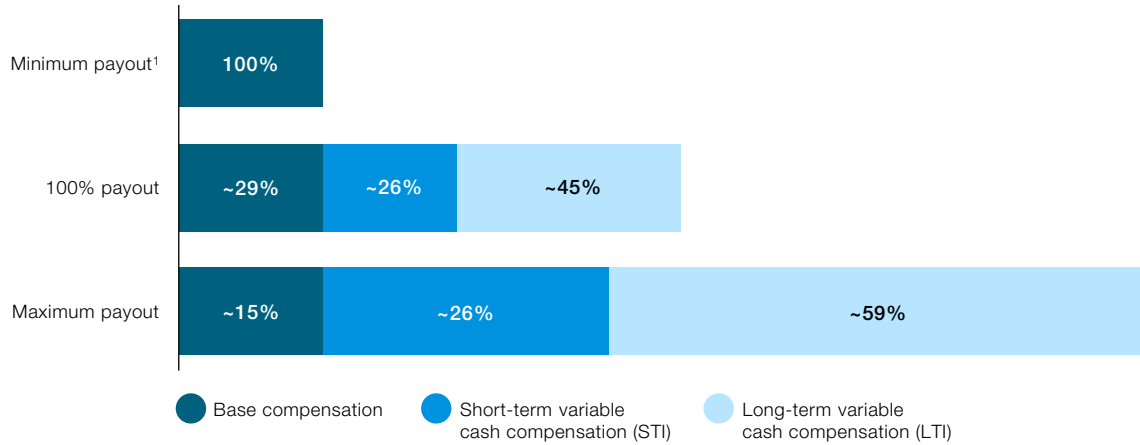
The section below provides an overview of the compensation system in place for the Board of Management. A detailed description of the compensation system can be found at www.bayer.com/cpr and in Chapter 1.3 (Compensation components in detail).

1.2.1 Design of compensation system

The total compensation of the members of the Board of Management of Bayer AG comprises fixed and variable components. Over 70% of the contractually agreed target direct compensation is performance-based:

C 1.2/2

Design of Board of Management Compensation (Target Direct Compensation)



Scenario ²	Explanation
Minimum payout	STI: 0% of target amount; LTI: 0% of target amount
100% payout	STI: 100% of target amount; LTI: 100% of target amount
Maximum payout	STI: 200% of target amount; LTI: 250% of target amount

¹ For the sake of simplicity, the minimum payout shown here is 100% of base compensation, even though dividends already paid out for each virtual share in the respective four-year LTI performance period would additionally have to be included.

² In isolated cases, the specific, individual compensation structure in a fiscal year may deviate slightly from the structure presented above due to compensation adjustments made during the course of the year.

Board of Management Compensation System for 2023

Compensation component	Design
Base compensation	// Fixed, contractually agreed compensation // Paid out in monthly installments
Short-term variable cash compensation (STI)	The payout after one year is calculated based on the target amount at the end of the year according to the following parameters: // 1/3 weighting: core EPS at Group level // 1/3 weighting: free cash flow at Group level // 1/3 weighting: clean EBITDA margin and sales growth (Fx & p adj. ¹) at divisional level // Individual performance factor (0.8 – 1.2) as a multiplier // Payout capped at 200% of individual target amount
Long-term variable cash compensation (LTI)	The payout after four years is calculated based on target attainment at the end of the fourth year according to the following parameters: // Absolute performance of Bayer stock // 40% weighting: performance relative to EURO STOXX 50 Total Return // 40% weighting: ROCE at Group level // 20% weighting: sustainability targets (starting with the 2021 tranche) plus dividends paid by Bayer AG over the four-year period for each virtual share conditionally allocated at the beginning of the tranche // Payout capped at 250% of individual target amount
Fringe benefits	// Regular health screening // Insurance policies // Company car with driver/corresponding budget // Security installations at private residence // Reimbursement of work-related moving expenses // Indemnity payments to new members of the Board of Management for variable compensation forfeited on termination of previous employment
Pension entitlements/installment	// Members of the Board of Management newly appointed after January 1, 2020, receive a pension installment calculated as a percentage of their base compensation and paid out directly in a lump sum // Members of the Board of Management appointed prior to January 1, 2020, receive contribution-based pension entitlements
Maximum total compensation	// The maximum total annual compensation paid out for a fiscal year is €12 million for the Chairman of the Board of Management (CEO) and €7.5 million for the other Board of Management members
Malus and clawback	// In the event of gross misconduct or misrepresentation in financial reporting, the Supervisory Board may withhold all or part of the STI and LTI (malus) or require their repayment to the company (clawback)
Share Ownership Guidelines	// Pledge to build a certain position size in Bayer stock by the end of a four-year period // Obligation to retain the shares throughout the period of service on the Board of Management and for two years thereafter
Contract termination	// If the service contract is terminated early – other than for cause – at the company's instigation, a severance payment of up to twice the annual compensation may be made, but this is limited to the compensation for the remaining term of the respective contract // Two-year post-contractual noncompete agreement; indemnity payment in the amount of base compensation, any severance payments are deducted from the indemnity payment
Change of control	// In the event of a change of control, members of the Board of Management are entitled to a severance payment of 250% of annual base compensation if certain narrow conditions are met. The payment is limited in either case to the compensation for the remaining term of the respective contract, capped at twice the annual compensation.

¹ Fx & p adj. = currency- and portfolio-adjusted**1.2.2 Setting compensation levels**

The Supervisory Board reviews the individual compensation levels on the basis of the compensation system to ensure that the Board of Management members receive an appropriate level of compensation in line with market rates in the competitive environment. Bayer conducts benchmarking with its comparison groups at least every three years.

External comparison of compensation

The DAX companies, as well as international competitors that are comparable in terms of size and industry, serve as a benchmark when setting compensation levels.

The DAX companies are a suitable primary comparison group, especially in terms of the aspects of size and country. Bayer's economic position is factored in by regularly reviewing the company's relative positioning in the DAX in terms of size as measured by sales, number of employees and market capitalization. On this basis, Bayer aims to ensure its relative positioning within the DAX is in the top third

in terms of target total compensation. Reviewing compensation levels and taking into account size criteria over time ensures that the compensation the members of the Board of Management of Bayer AG receive appropriately reflects the company's positioning.

The international comparison group is taken into account as an additional indicator to validate the competitiveness of Board of Management compensation on an international level, too. The international comparison group currently comprises the following companies:

C 1.2/4

International Comparison Group for Board of Management Compensation

// AstraZeneca	// BASF	// Bristol Myers Squibb	// Corteva
// FMC Corp	// GlaxoSmithKline	// Johnson & Johnson	// Merck & Co.
// Novartis	// Novo Nordisk	// Nutrien	// Pfizer
// Reckitt Benckiser	// Roche	// Sanofi	// Takeda

Development of compensation vs. workforce

In setting Board of Management compensation, the Supervisory Board also takes into account the company's internal compensation structure in Germany. For this purpose, the Supervisory Board compares the average target direct compensation of the Group's Board of Management with the average target direct compensation of various management levels and the workforce as a whole, taking into account both the current ratios and the changes in ratios over time:

- // The first management level below the Board of Management
- // Managerial employees
- // The overall workforce
- // Nonmanagerial employees

Outcome of the compensation review in 2023

The Supervisory Board analyzed the current market trend and undertook an external comparison of compensation, but as in the previous year did not resolve to make any compensation adjustments for 2023.

The Supervisory Board set Bill Anderson's target compensation as part of the CEO appointment process. Appointing a new CEO was one of the Supervisory Board's top priorities in 2023, with the decision made following an extensive selection process. In view of the highly competitive environment, especially in the international arena, and the compensation package granted to Anderson by his previous employer, the Supervisory Board firmly believes that offering an attractive compensation package was justified and necessary to attract the right candidate to fill the position of Bayer AG CEO and thus support the company's long-term interests. See the compensation tables in Chapter 3.4 for further details.

1.2.3 Target-setting and attainment process

The Supervisory Board aims to set ambitious yet attainable targets that are in step with the expectations of investors and the capital market.

- // The targets used in the short-term incentive program are based on the main KPIs employed to measure the organization's operational success in the current fiscal year.
- // The targets used in the long-term incentive system are aimed at incentivizing long-term value creation. Alongside ROCE and ESG-related KPIs, target attainment is largely dependent on the company's absolute share price development relative to the EURO STOXX 50 Total Return, which serves to ensure close alignment between investor interests and management incentivization.

Using the operational planning as a baseline, the Supervisory Board sets a minimum value, a target corridor, a maximum value and additional benchmarks at the start of each fiscal year. When setting the targets, the Supervisory Board takes into account the planning values, along with the following parameters and updated information not already included in the operational planning:

- // Market growth forecasts and competition-related information
- // Capital market guidance
- // Analyst expectations
- // Additional factors that could significantly impact the opportunity and risk profile for the fiscal year

At the start of the year, the Supervisory Board also sets nonfinancial Group targets and individual annual targets for each Board of Management member. The target values for these objectives are also determined on the basis of KPIs where possible.

After the year has ended, the Supervisory Board evaluates the performance of the Board of Management members based on the level of target attainment for the individual financial and nonfinancial KPIs. Special factors and significant unplanned and nonrecurring effects are evaluated based on the guidelines in place, ensuring that they are handled consistently when determining target attainment.

Special factors and significant unplanned and nonrecurring effects

Special factors in determining EBITDA before special items and core EPS are described in Chapter 2.3 of the Management Report. In addition, significant unplanned and nonrecurring effects may arise that cannot be planned for with sufficient reliability with respect to their occurrence, timing and magnitude, and that may potentially have a significant impact on operational performance in the performance period. In line with the respective planning assumptions, certain effects can – based on a set catalog of criteria – be excluded from consideration when measuring target attainment, provided they exceed certain thresholds. The Supervisory Board is responsible for making any such decisions.

In 2023, no adjustments were made due to significant unplanned and nonrecurring effects.

1.3 Compensation components in detail

1.3.1 Base compensation

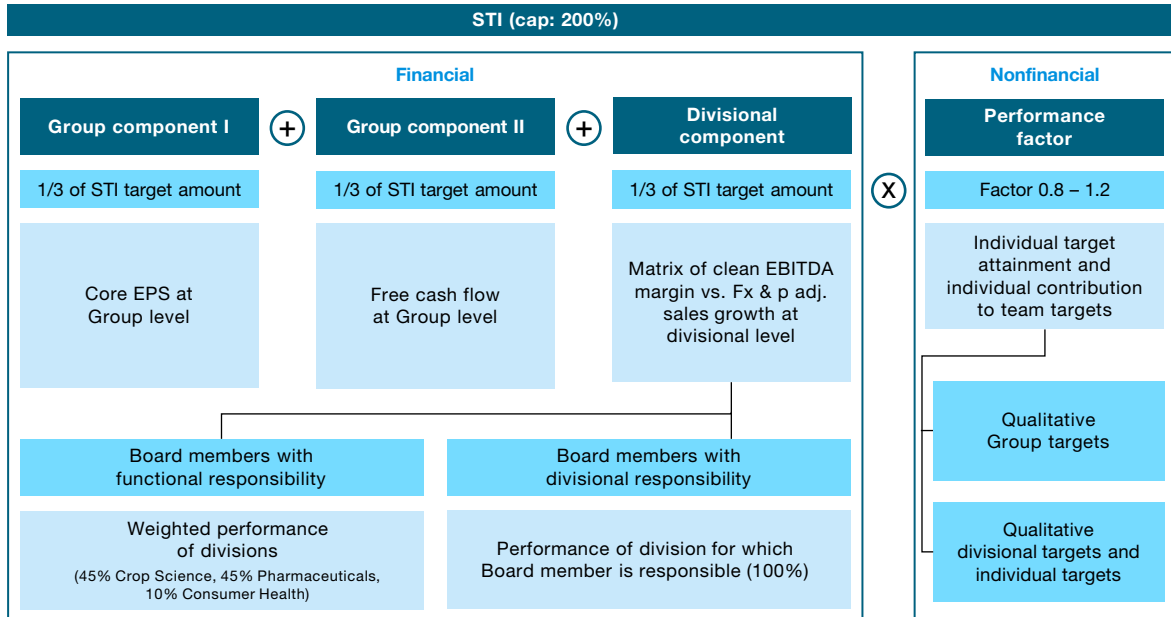
The base compensation is fixed, contractually agreed annual compensation that is paid out in monthly installments within a calendar year. The level of fixed compensation reflects the role on the Board of Management, the area of responsibility and market conditions.

1.3.2 Short-term variable cash compensation (STI) for 2023

The short-term variable cash compensation depends on the success of the business in the respective year. It incentivizes operational success and profitable growth within the defined strategic framework. It also sets targeted incentives to increase profitability (core EPS) and cash flow (free cash flow) development. In addition, the individual performance of the Board of Management members is evaluated using a performance factor that permits the establishment of further targets, particularly nonfinancial ones. The target attainment for the STI depends on the three equally weighted financial components and the individual performance factor. A cap of 200% is in place for the individual financial target components and for the STI overall. The components of the short-term variable cash compensation are shown in the graphic below.

C 1.3/1

Components of Short-Term Variable Cash Compensation (STI)



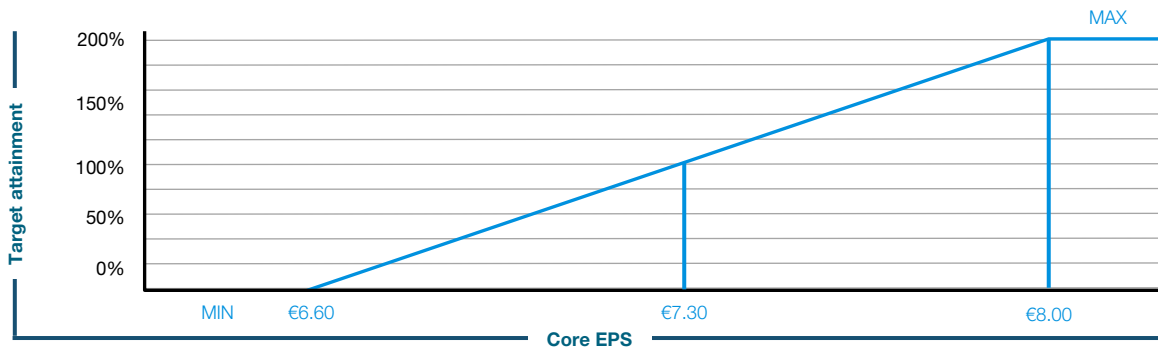
Group component I

Group component I is derived from core earnings per share (core EPS) at Group level. Using core EPS for this component provides specific incentives to raise profitability in the Bayer Group.

The graphic below shows the minimum value, target value and maximum value for core EPS in 2023:

C 1.3/2

Target Attainment Function for Core EPS

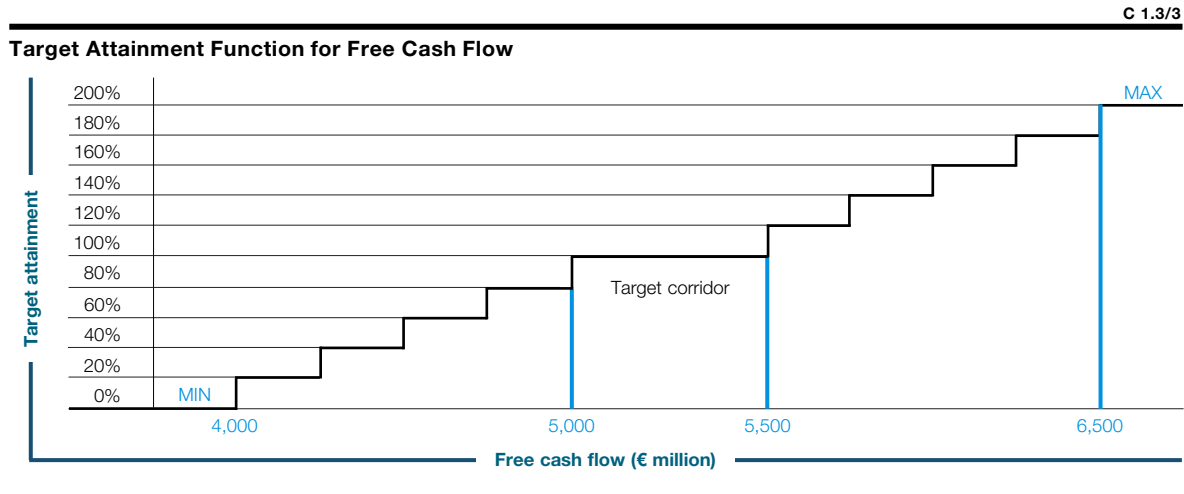


For fiscal 2023, the core EPS target for Group component I was set at €7.30. Actual core EPS came in at €6.39, corresponding to a target attainment level of 0%.

Group component II

Group component II is determined by the free cash flow at Group level. This component is aimed at incentivizing an increase in the cash flow available for paying dividends, reducing debt and making acquisitions, and ensures the Bayer Group's liquidity.

The graphic below shows the minimum value, target corridor and maximum value for the free cash flow in 2023:



Payments in connection with the ongoing liability litigations surrounding glyphosate, dicamba, PCBs and Essure™ are excluded from consideration for compensation purposes when the KPI for the incentivized free cash flow is defined. These payments are therefore irrelevant for setting targets and measuring attainment. For 2023, the target corridor for the incentivized free cash flow was set at €5.0 billion to €5.5 billion. The incentivized free cash flow for 2023 came in at €3.4 billion, meaning that target attainment fell below the minimum threshold and therefore amounted to 0%.

Divisional component

This component is calculated for each division by setting the EBITDA margin before special items against currency- and portfolio-adjusted sales growth in a matrix. Members of the Board of Management with divisional responsibility are assessed solely based on the respective division's performance, while those with functional responsibility are assessed based on the weighted average performance of all divisions. This average performance is determined using the following weightings: 45% Crop Science, 45% Pharmaceuticals and 10% Consumer Health. This matrix serves to specifically incentivize profitable growth in each division. Growth should only be generated while maintaining profitability, and raising profitability in the short term should not be incentivized at the expense of growth. At the end of each year, the EBITDA margin before special items and the currency- and portfolio-adjusted sales growth actually achieved by the individual divisions are compared to the target matrix previously set for that year. Failure to meet one of the two minimum values results in a target attainment level of 0% for the divisional component.

C 1.3/4

STI Payout Matrix for the 2023 Financial Targets of the Divisions

		EBITDA margin before special items								
					Minimum value	Target corridor			Maximum value	
		CS	PH	CH	CS	PH	CH	CS	PH	CH
Sales growth (Fx & p adj.)	Minimum value	0.5%	-1.3%	3.5%	0%	...	50%	...	150%	
	Target corridor	3.0%	1.2%	6.0%	50%	...	100%	...	200%	
	Maximum value	8.0%	6.2%	11.0%	150%	...	200%	...	200%	
	
	

Fx & p adj. = currency- and portfolio-adjusted; CS = Crop Science; PH = Pharmaceuticals; CH = Consumer Health

The currency- and portfolio-adjusted sales growth and the EBITDA margin before special items achieved by the divisions in 2023 are shown below.

Crop Science

- // Sales growth vs. 2022 (Fx & portfolio adj.): -3.8%²
- // EBITDA margin before special items: 21.7%
- // Target attainment amounted to 0.0%.

Pharmaceuticals

- // Sales growth vs. 2022 (Fx & portfolio adj.): -1.0%²
- // EBITDA margin before special items: 28.7%
- // Target attainment amounted to 35.0%.

Consumer Health

- // Sales growth vs. 2022 (Fx & portfolio adj.): 5.8%²
- // EBITDA margin before special items: 23.4%
- // Target attainment amounted to 101.5%.

This resulted in a target attainment level of 25.9% for Board of Management members with functional responsibility.

Performance factor

In addition, team targets are agreed to reflect the collective responsibility of the members of the Board of Management as a governance body. These team targets are based on the Group targets set by the Board of Management for 2023 and approved by the Supervisory Board. For 2023, the team targets were in many cases achieved. The table below provides an overview of the subject areas along with their specific targets and corresponding KPIs.

² Due to the hyperinflation-related growth in Argentina and Turkey, currency- and portfolio-adjusted sales growth was adjusted by minus 0.1 percentage points for Crop Science, minus 0.7 percentage points for Pharmaceuticals and minus 0.5 percentage points for Consumer Health when determining target attainment.

C 1.3/5

Team Targets for 2023**Subject area**

Engage – for a successful performance culture	// Increase employee engagement and promote a performance culture // Improve engagement for employee health and safety, and ensure social acceptance (license to operate) // Promote inclusion and diversity, and implement the I&D plan
Shape – our business and our organizations to seize long-term opportunities	// Strengthen investors' trust and safeguard the company's reputation among key stakeholder groups // Pursue our company purpose by leveraging additional groundbreaking innovations and new technologies // Keep our sustainability pledge to achieve a lasting impact
Perform – and thus keep our pledge and lay the foundation for success	// Maintain a consistent growth narrative through our transformation agenda // Achieve success together with customers, consumers and patients, grow faster than the market and meet our delivery targets // Stabilize and simplify IT systems, and improve user experience

In addition, all members of the Board of Management are set individual targets tailored to their respective areas of responsibility. Target attainment is evaluated individually following the end of the fiscal year.

The attainment levels for the team and individual targets are evaluated by the Supervisory Board. The multiplier applied to the attainment of the financial targets can range from 0.8 to 1.2 for each individual Board of Management member. The table below shows the target attainment levels for 2023.

C 1.3/6

Individual Targets and Attainment for 2023

Board of Management member	Subject areas for individual targets	Target attainment – team and individual targets
Bill Anderson (from April 1, 2023)	// Establish new Dynamic Shared Ownership (DSO) operating model // Ensure effective management of litigations // Establish relationships with investors and provide an outlook // Develop Board of Management and top management as a high-performance team	110%
Werner Baumann (until May 31, 2023)	// Implement the five-point plan for glyphosate // Prepare and support the new CEO during the onboarding phase // Optimally support the Supervisory Board during the transition phase // Actively manage sustainable performance and capital market communication	100%
Sarena Lin (until August 31, 2023)	// Advance the cultural transformation of Bayer // Implement the transformation of HR processes and tools // Advance the strategy and innovation management // Ensure a successful CEO transition	100%
Wolfgang Nickl	// Steer operations to attain financial KPIs and optimize refinancing activities // Improve business-critical areas in the business units and functions // Contribute to effective stockholder engagement and communication // Ensure a successful CEO transition	110%
Stefan Oelrich	// Increase pipeline transparency // Successfully implement the goals of the "True North Now" strategy // Advance the launch of new products // Ensure a successful CEO transition	105%
Heike Prinz (from September 1, 2023)	// Redefine HR fundamentals for DSO // Implement the objectives of the HR transformation // Work closely with the employee representatives // Ensure talent retention and development within the framework of DSO	100%
Rodrigo Santos	// Accelerate growth and investment // Advance digital business models and central innovation projects // Advance sustainability, engagement and capital market communication // Ensure a successful CEO transition	105%
Heiko Schipper	// Successfully implement the "Fit to Win" program // Strengthen the innovation pipeline // Help shape and support corporate initiatives // Ensure a successful CEO transition	110%

Payment of the short-term variable compensation (STI)

The STI is paid out in the following year at the earliest possible opportunity. For 2023, it is calculated as follows:

C 1.3/7

Short-Term Variable Compensation in 2023 at a Glance

	Target amount (€)	Group component I "cEPS"	Group component II "FCF"	Divisional component	Individual performance factor	Target attainment	
						Total	Payout amount (€)
Board of Management members serving as of Dec. 31, 2023							
Bill Anderson ¹	1,518,750			25.9%	1.10	9.50%	144,281.25
Wolfgang Nickl	810,000			25.9%	1.10	9.50%	76,950.00
Stefan Oelrich	837,000			35.0%	1.05	12.25%	102,532.50
Heike Prinz ²	270,000	0.0%	0.0%	25.9%	1.00	8.63%	23,301.00
Rodrigo Santos	837,000			0.0%	1.05	0.00%	–
Heiko Schipper	810,000			101.5%	1.10	37.22%	301,482.00
Former Board of Management members							
Werner Baumann ³	665,625	0.0%	0.0%	25.9%	1.00	8.63%	57,443.44
Sarena Lin ⁴	540,000			25.9%	1.00	8.63%	46,602.00

¹ Prorated STI from April 1, 2023 (start of BoM appointment)

² Prorated STI from September 1, 2023 (start of BoM appointment)

³ Prorated STI until May 31, 2023 (termination of BoM appointment)

⁴ Prorated STI until August 31, 2023 (termination of BoM appointment)

1.3.3 Long-term stock-based cash compensation (LTI) for 2023

Members of the Board of Management are eligible to participate in the annual tranches of the four-year stock-based compensation program Aspire on the condition that they purchase a certain number of Bayer shares – determined for each individual according to specific rules – as a personal investment within a four-year period and hold them until two years after their term of service ends. In the event of a Board of Management member stepping down before the end of his or her term of office, individual arrangements are usually agreed for the LTI tranches granted in that year and in preceding years.

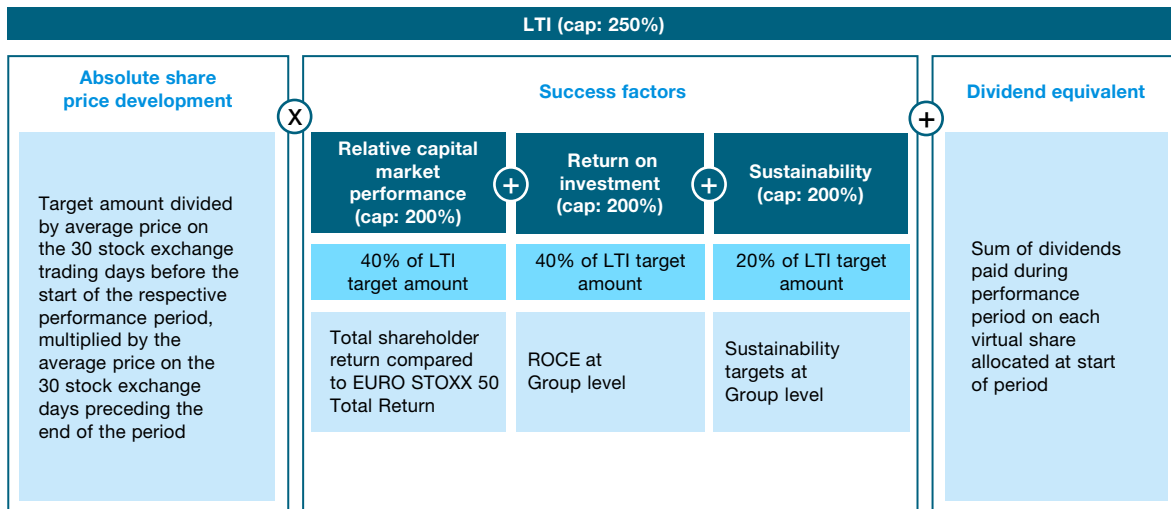
Since 2020, the annual Aspire 3.0 tranches have been allocated in the form of virtual shares with a performance period of four years for each tranche. The number of virtual shares conditionally allocated is calculated by multiplying base compensation by the contractually agreed target rate and then dividing by the arithmetic mean of the XETRA closing prices for Bayer stock on the 30 stock exchange trading days immediately preceding the start of the respective performance period.

The final number of virtual shares depends on the target attainment levels for the three components: relative capital market performance, return on investment and sustainability. These three components have weightings of 40%, 40% and 20%, respectively. The sustainability component was introduced in 2021. For the tranches allocated in fiscal 2020, the relative capital market performance and the return on investment therefore each have a 50% weighting. To determine the final number of virtual shares, the conditionally allocated number of virtual shares is multiplied by the weighted total target attainment of the three (or two, as the case may be) components.

The payout is calculated by multiplying the final number of virtual shares by the arithmetic mean of the XETRA closing prices for Bayer stock on the 30 stock exchange trading days immediately preceding the end of the performance period. In addition, the participants receive a dividend equivalent based on the sum of the dividends paid on each conditionally allocated virtual share during the four-year period. The components of the long-term variable cash compensation (LTI) are shown in the graphic below.

C 1.3/8

Components of Long-Term Variable Cash Compensation (LTI)

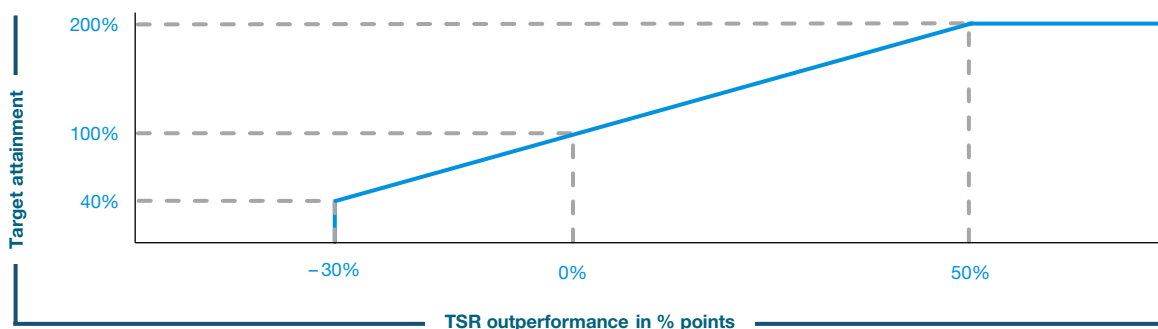


Relative capital market performance

Relative capital market performance is determined by the difference between Bayer’s total shareholder return (TSR) and the EURO STOXX 50 Total Return, which serves as the benchmark index. The TSR shows how Bayer shares performed over the four-year performance period, including relative share price development and hypothetically reinvested gross dividends. This takes account of Bayer’s capital market performance in relation to the EURO STOXX 50 Total Return. The initial and final values for calculating the TSR are based on the arithmetic mean of the XETRA closing prices for Bayer stock on the 30 stock exchange trading days immediately preceding the start and the end of the respective four-year performance period. The final value also includes the hypothetically reinvested gross dividends during that time. Target attainment is determined from the difference between Bayer’s TSR over the period and that of the EURO STOXX 50 Total Return. If the difference is zero – i.e., performance is on a par with that of the index – target attainment is 100%. If the difference is more than –30 percentage points, target attainment is 0%. If the difference equals –30 percentage points, target attainment is 40%. If the difference is +50 percentage points or more, target attainment is 200%. The target attainment curve for the relative TSR target is given in the graphic below.

C 1.3/9

Target Attainment Function for Relative TSR

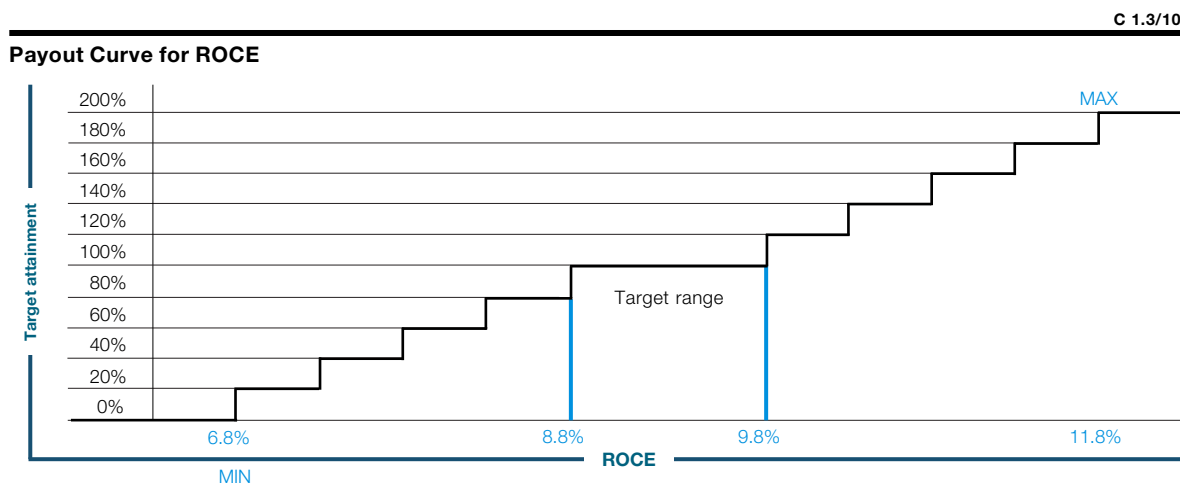


The four-year performance period of the 2020 Aspire 3.0 tranche ended in 2023. The TSR for this period was -45.29% for Bayer and 29.99% for the EURO STOXX 50 Total Return, resulting in a TSR outperformance of -75.28 percentage points. This corresponds to a target attainment level of 0%.

Return on investment

The return on investment is based on the return on capital employed (ROCE) at Group level. The annual comparison of the ROCE to the weighted average cost of capital indicates the value generated by the company. The ROCE is a metric that is applied as part of Bayer’s corporate steering system. At the start of each tranche, the Supervisory Board sets a minimum value, a target corridor, a maximum value and additional benchmarks for ROCE in the final year of the four-year performance period. The minimum value is based on the weighted average cost of capital (WACC) on the date the respective tranche is issued. The target corridor for 100% target attainment is based on the WACC and an ambitious premium. At the end of the four-year performance period, the ROCE achieved in the final year of the performance period is compared to the target corridor set for that tranche of the LTI. If the target corridor has been achieved, target attainment is 100%. If performance is above or below the target corridor, target attainment corresponds to the target function within an interval of 0% to 200%.

The graphic below shows the minimum value, target value and maximum value for the 2020 tranche, the performance period for which ended in 2023:



For the 2020 tranche, an ROCE target of 9.3% was set for return on investment in 2023. Actual ROCE came in at 0.7%, corresponding to a target attainment level of 0%.

Sustainability

Starting with the 2021 tranche, the Supervisory Board defines specific sustainability targets for the four-year performance period that are taken into account with a weighting of 20%. Sustainability targets at both divisional and Group level can be taken into account.

In setting the sustainability targets, the Supervisory Board took care to ensure that these are aligned with the Sustainable Development Goals (SDGs) of the United Nations as a minimum, and are also in step with international best practice, such as the Science Based Targets initiative (SBTi), with respect to how they are determined, measured and reviewed. Furthermore, they are an integral part of the business strategy, providing access to new customer groups and contributing to greater supply security, for example. All the sustainability targets below are given the same weighting. The Supervisory Board also set a minimum value, a target corridor and a maximum value for the individual sustainability targets. If performance is above or below the target corridor, the target attainment corresponds to a target function within an interval of 0% to 200%.

C 1.3/11

Nonfinancial Group Targets Through 2030

Target ¹	Target for 2030
Number of smallholder farmers in low- and middle-income countries supported by products, services and partnerships	100 million
Number of women in low- and middle-income countries who have their need for modern contraception satisfied due to interventions supported by Bayer	100 million
Number of people in underserved ² communities whose self-care is supported by interventions from Bayer	100 million
Scope 1 and 2 ³ greenhouse gas emissions	42% decrease ^{4, 6}
Scope 3 greenhouse gas emissions from relevant ⁷ categories	12.3% decrease ^{5, 6}
Offsetting of remaining Scope 1 and 2 greenhouse gas emissions ⁸	100%

¹ A more detailed description of the calculation methodologies is published on our website www.bayer.com/en/sustainability.

² Economically or medically

³ Covering Scope 1 and 2 emissions (market-based) of sites that have an energy consumption in excess of 1.5 TJ

⁴ Corresponding to the sustainability target of limiting global temperature rise to below 1.5°C above pre-industrial level

⁵ Corresponding to the sustainability target of limiting global temperature rise to below 2°C above pre-industrial level

⁶ By the end of 2029

⁷ In accordance with the criteria set out by the Science Based Targets initiative, the Scope 3 categories relevant for our goal include emissions in the following categories: (1) purchased goods and services, (2) capital goods, (3) fuel- and energy-related activities, (4) (upstream) transportation and distribution, and (6) business travel.

⁸ To be offset by purchasing certificates from verified climate protection projects, primarily in forestry and agriculture

The setting of the individual sustainability targets and the attainment thereof will be reported on in the corresponding Compensation Report following the end of the performance period. Where applicable, any adjustments the Supervisory Board makes to sustainability target values will also be explained, along with the reasoning behind those changes.

Payment of the 2020 tranche of Aspire 3.0

The payment takes place in the following year at the earliest possible opportunity. For the 2020 tranche, it is calculated as follows:

C 1.3/12

Aspire Payout Percentages

	2020 tranche
Bayer stock starting price	€69.95
Bayer stock TR final price ¹	€38.27
Bayer stock TR performance	-45.29%
EURO STOXX 50 TR starting value	7,949.64
EURO STOXX 50 TR final value	10,333.58
EURO STOXX 50 TR performance	29.99%
Performance factor – relative capital market performance	0%
Performance factor – return on investment (ROCE)	0%
Dividend equivalent	€9.20
Payout percentage	13.15%

¹ Total return (TR), including reinvested dividends (€32.77 + €5.50)

Ongoing tranches of long-term variable cash compensation (LTI)

The following table provides an overview of the ongoing tranches for serving members of the Board of Management of Bayer AG in 2023:

C 1.3/13

Overview of LTI Tranches of Board of Management Members Serving as of Dec. 31, 2023

Overview of LTI tranches allocated

		Target amount (€)	Bayer stock starting price (€)	No. of conditionally allocated virtual shares ¹	Target attainment for performance component ²	Bayer stock TR final price (€)	Total dividends per virtual share (€)	Payout percentage	Payout amount ³ (€)
2020 Aspire 3.0 tranche (Jan. 1, 2020 – Dec. 31, 2023)	Wolfgang Nickl	1,194,000		17,069					157,011.00
	Stefan Oelrich	1,273,500	69.95	18,206	0%	38.27	9.20	13.15%	167,465.25
	Heiko Schipper	1,194,000		17,069					157,011.00
2021 Aspire 3.0 tranche (Jan. 1, 2021 – Dec. 31, 2024)	Wolfgang Nickl	1,198,800		24,980	The performance period of the 2021 Aspire 3.0 tranche will end on Dec. 31, 2024				
	Stefan Oelrich	1,278,600	47.99	26,643					
	Heiko Schipper	1,198,800		24,980					
2022 Aspire 3.0 tranche (Jan. 1, 2022 – Dec. 31, 2025)	Wolfgang Nickl	1,440,000		31,055	The performance period of the 2022 Aspire 3.0 tranche will end on Dec. 31, 2025				
	Stefan Oelrich	1,488,000	46.37	32,090					
	Rodrigo Santos ⁴	1,488,000		32,090					
	Heiko Schipper	1,440,000		31,055					
2023 Aspire 3.0 tranche (Jan. 1, 2023 – Dec. 31, 2026)	Bill Anderson ⁵	3,375,000		64,717	The performance period of the 2023 Aspire 3.0 tranche will end on Dec. 31, 2026				
	Wolfgang Nickl	1,440,000		27,613					
	Stefan Oelrich	1,488,000	52.15	28,533					
	Heike Prinz ⁶	1,200,000		23,011					
	Rodrigo Santos ⁴	1,488,000		28,533					
	Heiko Schipper	1,440,000		27,613					

¹ The number of conditionally allocated virtual shares is determined by dividing the LTI target value by the average share price over the preceding 30 stock exchange trading days before the tranche is issued.

² Target attainment for Aspire 3.0 is based on weighted target attainment for the three performance criteria "Relative capital market performance," "Return on investment" and (since fiscal 2021) "Sustainability."

³ Shown here is the amount actually paid out. Due to system-related rounding differences, the parameters shown here may result in a payout amount that deviates from the sum actually paid out.

⁴ LTI tranches granted to Rodrigo Santos prior to his appointment to the Board of Management are not shown. When each performance period comes to an end, the respective tranche will be shown in the "Compensation Awarded and Due" table.

⁵ Prorated entitlement (45/48) due to join date of April 1, 2023

⁶ LTI tranches granted to Heike Prinz prior to her appointment to the Board of Management are not shown. The 2023 LTI tranche is therefore shown on a prorated basis beginning with her appointment to the Board of Management as of September 1, 2023. When each performance period comes to an end, the respective tranche will be shown in the "Compensation Awarded and Due" table.

In line with the recommendation of the German Corporate Governance Code, already allocated LTI tranches are paid out according to the originally agreed targets at the end of the contractually specified performance period should a Board of Management member's service contract be terminated. The following table shows the ongoing tranches for the former members of the Board of Management of Bayer AG:

C 1.3/14

Overview of LTI Tranches of Former Board of Management Members

Overview of LTI tranches allocated

		Target amount (€)	Bayer stock starting price (€)	No. of conditionally allocated virtual shares ¹	Target attainment for performance component ²	Bayer stock TR final price (€)	Total dividends per virtual share (€)	Payout percentage	Payout amount ³ (€)
2020 Aspire 3.0 tranche (Jan. 1, 2020 – Dec. 31, 2023)	Werner Baumann	2,502,300		35,773					329,052.45
	Liam Condon	1,440,750	69.95	20,597	0%	38.27	9.20	13.15%	189,458.63
	Kemal Malik	1,189,744		17,008					156,451.30
2021 Aspire 3.0 tranche (Jan. 1, 2021 – Dec. 31, 2024)	Werner Baumann	2,512,350		52,352					
	Liam Condon	1,446,450	47.99	30,141	The performance period of the 2021 Aspire 3.0 tranche will end on Dec. 31, 2024				
	Sarena Lin ⁴	1,098,900		22,899					
	Kemal Malik	1,284,923		26,775					
2022 Aspire 3.0 tranche (Jan. 1, 2022 – Dec. 31, 2025)	Werner Baumann	2,840,000	46.37	61,246		The performance period of the 2022 Aspire 3.0 tranche will end on Dec. 31, 2025			
	Sarena Lin	1,440,000		31,055					
2023 Aspire 3.0 tranche (Jan. 1, 2023 – Dec. 31, 2026)	Werner Baumann	2,840,000	52.15	54,458	The performance period of the 2023 Aspire 3.0 tranche will end on Dec. 31, 2026				
	Sarena Lin	1,440,000		27,613					

¹ The number of conditionally allocated virtual shares is determined by dividing the LTI target value by the average share price over the preceding 30 stock exchange trading days before the tranche is issued.

² Target attainment for Aspire 3.0 is based on weighted target attainment for the three performance criteria "Relative capital market performance," "Return on investment" and (since fiscal 2021) "Sustainability."

³ Shown here is the amount actually paid out. Due to system-related rounding differences, the parameters shown here may result in a payout amount that deviates from the sum actually paid out.

⁴ Prorated entitlement (11/12) due to join date of February 1, 2021

1.3.4 Fringe benefits

Fringe benefits include costs assumed by the company for health screening and various work-related insurance policies. Each member of the Board of Management has access to a company car, including a driver, for business and a reasonable amount of private use, or receives a corresponding budget. In addition, the company pays the cost of security installations at each member's private residence. Work-related moving expenses are either individually reimbursed or compensated in the form of a flat-rate allowance. Any indemnity payments to new members of the Board of Management for variable compensation forfeited on termination of previous employment also constitute fringe benefits.

1.3.5 Pension entitlement/installment

Members of the Board of Management appointed after January 1, 2020, are not entitled to a company pension plan but instead receive a pension installment, which is paid out directly. The pension installment is equivalent to 40% of the respective base compensation. For the company, this avoids all the interest-rate and biometric risks involved in financing a pension entitlement, and also eliminates the complex actuarial calculations and administrative procedures involved. In addition, it means that the members of the Board of Management are responsible for making their own pension arrangements.

Members of the Board of Management appointed prior to January 1, 2020, retain their contribution-based pension entitlements. Bayer makes company contributions to complement the personal contributions of 2% up to the ceiling for statutory pension contributions in Germany. The company contributions are currently set at 8% to Bayer-Pensionskasse or 2% to Rheinische Pensionskasse VVaG on fixed annual compensation up to the ceiling for statutory pension contributions in Germany. In addition, Bayer provides a hypothetical annual contribution equal to 42% of the amount by which the respective base compensation exceeds that ceiling. This percentage is comprised of a basic contribution of 6% and a matching contribution of 36%, which is four times the member's personal contribution of 9%. The total annual contribution is converted into a pension component according to the annuity table for the applicable tariff of the Rheinische Pensionskasse VVaG pension fund. The annual pension entitlement upon retirement is the total amount of the accumulated pension components including any investment bonus, the amount of which is determined annually based on the net return on the assets of the Rheinische Pensionskasse VVaG minus the minimum return on the contributions that is guaranteed under the tariff and approved by the German Financial Supervisory Authority (BaFin). Future pension payments are reviewed annually and adjusted in line with the respective entitlements.

If the contract of a member of the Board of Management is terminated due to permanent incapacity to work before he or she reaches the age of 60, an invalidity pension is granted.

In addition, the following arrangements are in place for members of the Board of Management who served in 2023 and were appointed prior to January 1, 2020:

- // Prior to his appointment as Chairman of the Board of Management (CEO), Werner Baumann acquired rights to a fixed annual pension of €443,940 starting on his 60th birthday. As of May 1, 2016, the day he was appointed Chairman of the Board of Management (CEO), his pension was switched over to a contribution-based entitlement. In connection with this, he received an additional, vested entitlement to an annual pension of €200 thousand starting on his 60th birthday. Baumann was granted the option of receiving his pension entitlements from Bayer AG or its subsidiaries as a one-time payment (excluding the entitlements existing with the Bayer-Pensionskasse pension fund). If he exercises this option, which is available until December 31, 2027, the pension entitlements will be settled with a one-time payment in the amount of the provisions established according to IFRS.
- // In view of his split contract, Heiko Schipper participates in pension plans in Germany (30%) – for his service on the Board of Management of Bayer AG – and in Switzerland (70%) – under his contract as head of Consumer Health at BCC AG in Basel – on a prorated basis. Schipper's pension entitlement in Switzerland arises from a defined benefit plan in which contributions accumulate in an account and are then disbursed as a retirement annuity.

Certain assets are administered by Bayer Pension Trust e. V. under a contractual trust arrangement (CTA) to cover pension entitlements resulting from direct commitments in Germany. This provides substantial additional security – beyond the benefits from the Pension Insurance Association – for the respective pension entitlements of the Board of Management members and other managerial employees in Germany.

The service cost according to IFRS is calculated based on contractual obligations and actuarial assumptions. It reflects the amount, calculated actuarially, that was earned by the respective Board of Management member in the respective year through their work and that was recognized through profit or loss. It corresponds to the present value of the newly earned future pension payments, and is impacted by updated actuarial adjustments. The service cost does not reflect a payout amount or payments currently being made to Board of Management members. A lower discount rate at the start of the year, higher anticipated salary and pension increases, and a shorter vesting period in years are factors that result in a higher service cost.

The current service cost for the pension entitlements of the Board of Management members recognized in 2023 according to IFRS was €1,707 thousand (2022: €2,284 thousand). The following table shows the service cost according to IFRS and the settlement or present value of the pension obligations attributable to the individual members of the Board of Management.

C 1.3/15

Pension Entitlements According to IFRS

€ thousand	Expense ¹		Present value of defined benefit pension obligation as of Dec. 31	
	2022	2023	2022	2023
Serving Board of Management members as of Dec. 31, 2023				
Contribution-based pension entitlements				
Wolfgang Nickl	276	116	799	1,044
Stefan Oelrich	284	125	772	1,023
Heiko Schipper	177	144	5,817	7,534
Former Board of Management members				
Werner Baumann ²	1,547	1,322	18,554	21,354

¹ In the case of the contribution-based pension entitlements, the figures shown here pertain to the service cost for pension entitlements according to IFRS.

² The service cost for the pension entitlements earned in the period up until his departure amounted to €458 thousand. The service cost for the pension component granted in conjunction with his termination agreement amounted to €864 thousand.

The service cost according to IFRS can therefore fluctuate from one year to the next. The existing pension entitlements of a Board of Management member cannot legally be unilaterally adjusted by Bayer.

1.3.6 Caps on variable compensation components and total compensation

If targets are not attained, variable compensation can fall to as low as zero. However, if targets are clearly exceeded, the payout is limited to 200% (STI cap) or 250% (LTI cap) of the individual target amount.

The Supervisory Board has set an absolute amount in euros for the maximum total compensation granted in a fiscal year pursuant to Section 87a, Paragraph 1, Sentence 2, No.1 of the German Stock Corporation Act. The maximum total annual compensation is €12 million for the Chairman of the Board of Management (CEO) and €7.5 million for the other members of the Board of Management. The maximum total compensation for a fiscal year includes all fixed and variable compensation components:

- // Base compensation
- // Fringe benefits
- // Short-term variable cash compensation (STI)
- // Long-term variable cash compensation (LTI)
- // Pension installment or service cost according to IFRS for pension entitlement

Compliance with the specified thresholds for the maximum total compensation of Board of Management members cannot be reported on conclusively until all compensation components granted for a given fiscal year have been paid out. This means that for fiscal years 2021 to 2023, this can only be reported on after expiration of the respective LTI four-year performance periods.

The respective actual compensation levels for the 2020 reference year were significantly below the established maximum compensation levels for all Board of Management members.

1.3.7 Malus and clawback provisions for variable compensation

In the event of gross misconduct or misrepresentation in financial reporting, the Supervisory Board has the discretion to withhold the STI and LTI for fiscal years from 2020 onward (malus) or – if these have already been paid out – to require that they be repaid to the company (clawback).

In the event that a member of the Board of Management violates a substantial duty of care, significant obligations under his or her service contract, or other important operating principles such as those prescribed by the Code of Conduct for Members of the Board of Management or the Corporate Compliance Policy, the Supervisory Board may, in the proper exercise of its discretion, withhold all or part of the variable compensation that has not yet been paid out (malus). The Supervisory Board may, in the proper exercise of its discretion, also require that all or part of any gross amount that has already been paid out be repaid to the company (clawback).

Moreover, the members of the Board of Management are required to repay variable compensation already paid out if it is subsequently established that the audited and approved consolidated financial statements on which the calculation of the payout for fiscal years from 2020 onward was based were defective, with the amount to be repaid reflecting the corrections to be made. This applies even if the defectiveness of the consolidated financial statements is not attributable to any fault on the part of the members of the Board of Management. Irrespective of the above, a legal basis also exists for payment reductions or regress in the event of a damaging breach of duty by members of the Board of Management.

In 2023, the Supervisory Board did not see any cause to reduce any variable compensation that had not yet been paid out (malus) or reclaim variable compensation that had already been paid out (clawback).

1.3.8 Share Ownership Guidelines

The Bayer Share Ownership Guidelines are also an integral factor in the compensation system. They serve to further align the interests of the Board of Management with those of our stockholders and to strengthen sustainable development. Under the Bayer Share Ownership Guidelines, members of the Board of Management are required to build substantial positions in Bayer shares within four years of joining the Board. They must purchase shares to the value of 200% of base compensation in the case of the Chairman (CEO) and 100% in the case of the other members of the Board of Management, and retain them for the remainder of their service on the Board of Management and for two years thereafter. If they cannot provide evidence of this share ownership, they will not be entitled to payment of the LTI. The virtual shares allocated as part of the LTI program do not count toward the number of Bayer shares to be purchased under the Share Ownership Guidelines.

An overview of the current Share Ownership Guidelines can be found below:

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Share Ownership Guidelines – Status

Serving Board of Management members as of Dec. 31, 2023

Board of Management member	Target (% of base compensation)	End of position-building phase	Status
Bill Anderson	200%	March 31, 2027	In progress
Wolfgang Nickl	100%	April 25, 2022	Fulfilled
Stefan Oelrich	100%	October 31, 2022	Fulfilled
Heike Prinz	100%	August 31, 2027	In progress
Rodrigo Santos	100%	December 31, 2025	In progress
Heiko Schipper	100%	February 28, 2022	Fulfilled

1.3.9 Entitlements upon termination of service on the Board of Management

If the service contract of a member of the Board of Management is terminated before the end of the term of office – other than for cause – at the company's instigation, his or her entitlements under the service contract are fulfilled until the termination date.

Payments of variable compensation are made on the dates and at the conditions originally agreed, and are not brought forward. In doing so, Bayer observes the principles of good corporate governance: LTI allocations already granted are paid out to departing Board of Management members according to the original payment plans and calculated according to the previously agreed rules.

In line with the recommendations of the German Corporate Governance Code, the service contracts of the members of the Board of Management contain the provision that payments upon termination of service shall not exceed twice the annual compensation or the compensation amount for the remaining term of the contract if this is lower.

Change of control

To ensure their independence, members of the Board of Management are also entitled to a severance payment in the event of a change of control as defined in the German Securities Acquisition and Takeover Act, provided certain narrow conditions are met. The entitlement to a severance payment only arises if the service contract is terminated by mutual agreement at the company's instigation or if the position of the Board of Management member is significantly affected by the change of control and he or she gives notice of termination within 12 months of the date of the change of control. The position of the Board of Management member is significantly affected if, in particular, one of the following conditions is fulfilled:

- // Significant changes in the company's strategy
- // Significant changes in his or her own area of activity
- // Significant changes in the company's legal form

In these cases, members of the Board of Management are entitled to a severance payment of 250% of annual base compensation, though this must not exceed the compensation for the remaining term of the respective contract. This entitlement does not exist if termination takes place for cause as defined in Section 626 of the German Civil Code.

Post-contractual noncompete agreements

Post-contractual noncompete agreements are in place with the members of the Board of Management, providing for indemnity payments to be made by the company for the two-year noncompete period. The indemnity payment for each of the two years amounts to 100% of a member's average base compensation for the 12 months preceding his or her departure. In the event a service contract is terminated early, any severance payment for the remaining part of the original term of the contract is deducted from the indemnity payment. Upon contract termination, the company may waive the post-contractual noncompete agreement, in which case no indemnity is paid.

Unfitness for work

In the event of temporary unfitness for work, members of the Board of Management continue to receive their contractually agreed compensation. If a Board of Management member has been continuously unfit for work for at least 18 months and is likely to be permanently incapable of fully performing his or her duties (permanent incapacity to work), the Supervisory Board may terminate his or her service contract early.

1.3.10 Payment for service on governance bodies and third-party compensation

Any compensation a member of the Board of Management receives for service on the supervisory board of a Bayer Group company is deducted from his or her base compensation. Any membership in a supervisory board of a company outside the Bayer Group must be approved in advance by the Supervisory Board. Where a member of the Board of Management serves on the supervisory board of a company outside the Bayer Group, the Supervisory Board of Bayer Aktiengesellschaft decides whether and to what extent a deduction is to be made. No deductions are being made for Board of Management members currently serving on external supervisory boards.

No member of the Board of Management received compensation from a third party in 2023 for serving on their management and/or supervisory boards.

1.4 Individual Board of Management compensation levels in 2023

1.4.1 Target compensation

The following tables show the individual target values, along with the minimum and maximum values, for the compensation components contractually agreed in 2023, including expenses for fringe benefits and pension entitlements, along with the relative shares of the individual compensation components.

C 1.4/1

Target Compensation (Part I)

	Serving Board of Management members as of Dec. 31, 2023									
	Bill Anderson ² (Chairman/CEO)					Wolfgang Nickl (Finance)				
	Joined April 1, 2023					Joined April 26, 2018				
	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)
Base compensation	1,688	15.0	1,688	1,688	-	900	26.3	900	900	900
Fringe benefits	3,985	35.5	3,985	3,985	-	156	4.6	156	156	137
Pension installment	675	6.0	675	675	-	-	-	-	-	-
Short-term variable cash compensation										
STI 2022	-	-	-	-	-	-	-	-	-	810
STI 2023	1,519	13.5	0	3,037	-	810	23.7	0	1,620	-
Long-term stock-based cash compensation										
Aspire 3.0 2022 (Jan. 1, 2022 – Dec. 31, 2025)	-	-	-	-	-	-	-	-	-	1,440
Aspire 3.0 2023 (Jan. 1, 2023 – Dec. 31, 2026)	3,375	30.0	0	8,438	-	1,440	42.0	0	3,600	-
Service cost/benefit expense (IFRS)	-	-	-	-	-	116	3.4	116	116	276
Total compensation	11,242	100.0	6,348	17,823	-	3,422	100.0	1,172	6,392	3,563

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Target Compensation (Part II)

	Serving Board of Management members as of Dec. 31, 2023									
	Stefan Oelrich (Pharmaceuticals)					Heike Prinz ³ (Labor Director)				
	Joined Nov. 1, 2018					Joined Sept. 1, 2023				
	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)	2023 (€ thou- sand)	2023 (%)	Min. 2023 (€ thou- sand)	Max. ¹ 2023 (€ thou- sand)	2022 (€ thou- sand)
Base compensation	930	27.1	930	930	930	300	15.6	300	300	-
Fringe benefits	54	1.6	54	54	32	39	2.0	39	39	-
Pension installment	-	-	-	-	-	120	6.2	120	120	-
Short-term variable cash compensation										
STI 2022	-	-	-	-	837	-	-	-	-	-
STI 2023	837	24.4	0	1,674	-	270	14.0	0	540	-
Long-term stock-based cash compensation										
Aspire 3.0 2022 (Jan. 1, 2022 – Dec. 31, 2025)	-	-	-	-	1,488	-	-	-	-	-
Aspire 3.0 2023 (Jan. 1, 2023 – Dec. 31, 2026)	1,488	43.3	0	3,720	-	1,200	62.2	0	3,000	-
Service cost/benefit expense (IFRS)	125	3.6	125	125	284	-	-	-	-	-
Total compensation	3,434	100.0	1,109	6,503	3,571	1,929	100.0	459	3,999	-

C 1.4/3

Target Compensation (Part III)

	Serving Board of Management members as of Dec. 31, 2023									
	Rodrigo Santos (Crop Science) Joined Jan. 1, 2022					Heiko Schipper (Consumer Health) Joined Mar. 1, 2018				
	2023 (€ thousand)	2023 (%)	Min. 2023 (€ thousand)	Max. ¹ 2023 (€ thousand)	2022 (€ thousand)	2023 (€ thousand)	2023 (%)	Min. 2023 (€ thousand)	Max. ¹ 2023 (€ thousand)	2022 (€ thousand)
Base compensation	930	25.5	930	930	930	900	26.6	900	900	900
Fringe benefits	26	0.7	26	26	26	91	2.7	91	91	30
Pension installment	372	10.2	372	372	372	-	-	-	-	-
Short-term variable cash compensation										
STI 2022	-	-	-	-	837	-	-	-	-	810
STI 2023	837	22.9	0	1,674	-	810	23.9	0	1,620	-
Long-term stock-based cash compensation										
Aspire 3.0 2022 (Jan. 1, 2022 – Dec. 31, 2025)	-	-	-	-	1,488	-	-	-	-	1,440
Aspire 3.0 2023 (Jan. 1, 2023 – Dec. 31, 2026)	1,488	40.7	0	3,720	-	1,440	42.5	0	3,600	-
Service cost/benefit expense (IFRS)	-	-	-	-	-	144	4.3	144	144	177
Total compensation	3,653	100.0	1,328	6,722	3,653	3,385	100.0	1,135	6,355	3,357

¹ The maximum figures shown here do not yet take into account the caps on total compensation.

² Bill Anderson's fringe benefits include a one-time indemnity payment of €3.8 million for forfeited compensation entitlements from his previous employer, customary fringe benefits, expenditures for relocation and accommodation expenses of up to €200 thousand provisionally covered by the company, and the costs of German language courses for his wife.

³ Heike Prinz' fringe benefits for 2023 include a one-time relocation assistance payment of €25 thousand.

1.4.2 Compensation awarded and due

The tables below show all fixed and variable compensation components along with their respective relative shares for each member of the Board of Management. Awarded compensation encompasses compensation for services that have been fully rendered once the fiscal year ends, even though actual payment will not be made until the subsequent fiscal year. Due compensation comprises compensation that is legally due but has not yet actually been paid out to the Board of Management member.

The payout amounts for the 2023 STI and the Aspire 3.0 tranche issued in 2020 are included in the 2023 table for compensation awarded and due, since the respective Board of Management member had fully rendered the services on which the respective compensation is based during the one- and four-year periods. The fact that the payouts will not actually be made until the subsequent year is overlooked in order to present the link between the compensation and performance of the Board of Management in the same period.

Werner Baumann and Sarena Lin stepped down from the Board of Management of Bayer AG by mutual agreement effective May 31, 2023, and August 31, 2023, respectively. The compensation entitlements earned until the respective departure date are contained in the table for Board of Management members who stepped down in 2023. In line with the Board of Management compensation system, standard market practice and the recommendations of the German Corporate Governance Code (especially G. 13), Werner Baumann and Sarena Lin have been granted compensation for the remaining terms of their service contracts, as well as an indemnity payment due to their post-contractual noncompete agreements. The payments and compensation entitlements subsequently granted to them as former members of the Board of Management are reported separately for the sake of transparency, and are shown and explained in the table "Compensation Awarded and Due to Former Board of Management Members."

Since Werner Baumann and Sarena Lin stepped down from the Board of Management by mutual consent, Aspire commitments already granted in the past shall not be paid out until the end of the respective four-year performance period. The payouts will be based on the originally agreed conditions, and will not be

brought forward. However, as the work duties required for earning the Aspire tranches were performed in full, the Aspire tranches need to be presented as awarded compensation according to Section 162 of the German Stock Corporation Act (AktG). The respective compensation data shown in the table “Compensation Awarded and Due to Former Board of Management Members” merely reflects the provisions established based on the fair value as of December 31, 2023. Payment will not be brought forward. The actual payments at the end of the respective four-year performance period may therefore deviate considerably from the values shown.

The service cost according to IFRS is additionally shown as a part of Board of Management compensation, even though it does not constitute awarded or due compensation within the meaning of Section 162 of the Stock Corporation Act (AktG).

C 1.4/4

Compensation Awarded and Due (Part I)

	Serving Board of Management members as of Dec. 31, 2023					
	Bill Anderson ¹ (Chairman/CEO) Joined April 1, 2023			Wolfgang Nickl (Finance) Joined April 26, 2018		
	2023 (€ thou- sand)	2023 (%)	2022 (€ thou- sand)	2023 (€ thou- sand)	2023 (%)	2022 (€ thou- sand)
Base compensation	1,688	26.0	–	900	69.7	900
Fringe benefits	3,985	61.4	–	156	12.1	137
Pension installment	675	10.4	–	–	–	–
Short-term variable cash compensation						
STI 2022	–	–	–	–	–	1,053
STI 2023	144	2.2	–	77	6.0	–
Long-term stock-based cash compensation						
Aspire 2.0 2019 (Jan. 1, 2019 – Dec. 31, 2022)	–	–	–	–	–	818
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023)	–	–	–	157	12.2	–
Total compensation awarded and due	6,492	100.0	–	1,290	100.0	2,908
Service cost/benefit expense (IFRS)	–	–	–	116	–	276
Total compensation	6,492		–	1,406		3,184

C 1.4/5

Compensation Awarded and Due (Part II)

	Serving Board of Management members as of Dec. 31, 2023					
	Stefan Oelrich (Pharmaceuticals) Joined Nov. 1, 2018			Heike Prinz ² (Labor Director) Joined Sept. 1, 2023		
	2023 (€ thou- sand)	2023 (%)	2022 (€ thou- sand)	2023 (€ thou- sand)	2023 (%)	2022 (€ thou- sand)
Base compensation	930	74.2	930	300	54.5	–
Fringe benefits	54	4.3	32	39	7.1	–
Pension installment	–	–	–	120	21.8	–
Short-term variable cash compensation						
STI 2022	–	–	862	–	–	–
STI 2023	103	8.2	–	23	4.2	–
Long-term stock-based cash compensation³						
Aspire 2.0 2019 (Jan. 1, 2019 – Dec. 31, 2022)	–	–	760	–	–	–
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023)	167	13.3	–	68	12.4	–
Total compensation awarded and due	1,254	100.0	2,584	550	100.0	–
Service cost/benefit expense (IFRS)	125	–	284	–	–	–
Total compensation	1,379		2,868	550		–

C 1.4/6

Compensation Awarded and Due (Part III)

	Serving Board of Management members as of Dec. 31, 2023					
	Rodrigo Santos (Crop Science) Joined Jan. 1, 2022			Heiko Schipper (Consumer Health) Joined Mar. 1, 2018		
	2023 (€ thousand)	2023 (%)	2022 (€ thousand)	2023 (€ thousand)	2023 (%)	2022 (€ thousand)
Base compensation	930	66.6	930	900	62.1	900
Fringe benefits	26	1.9	26	91	6.3	30
Pension installment	372	26.6	372	-	-	-
Short-term variable cash compensation						
STI 2022	-	-	1,360	-	-	1,151
STI 2023	-	0.0	-	301	20.8	-
Long-term stock-based cash compensation³						
Aspire 2.0 2019 (Jan. 1, 2019 – Dec. 31, 2022)	-	-	148	-	-	732
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023)	68	4.9	-	157	10.8	-
Total compensation awarded and due	1,396	100.0	2,836	1,449	100.0	2,813
Service cost/benefit expense (IFRS)	-	-	-	144	-	177
Total compensation	1,396		2,836	1,593		2,990

¹ Bill Anderson's fringe benefits include a one-time indemnity payment of €3.8 million for forfeited compensation entitlements from his previous employer, customary fringe benefits, expenditures for relocation and accommodation expenses of up to €200 thousand provisionally covered by the company, and the costs of German language courses for his wife.

² Heike Prinz' fringe benefits include a one-time relocation assistance payment for 2023 of €25 thousand.

³ The LTI tranches granted to Heike Prinz and Rodrigo Santos prior to their appointment to the Board of Management are included in awarded compensation.

C 1.4/7

Compensation Awarded and Due (Part IV)

	Board of Management members who stepped down in 2023					
	Werner Baumann (Chairman/CEO) Stepped down: May 31, 2023			Sarena Lin (Labor Director) Stepped down: Aug. 31, 2023		
	2023 (€ thousand)	2023 (%)	2022 (€ thousand)	2023 (€ thousand)	2023 (%)	2022 (€ thousand)
Base compensation	740	90.0	1,775	600	32.0	900
Fringe benefits	25	3.0	65	989	52.7	1,006
Pension installment	-	-	-	240	12.8	360
Short-term variable cash compensation						
STI 2022	-	-	1,861	-	-	993
STI 2023	57	7.0	-	47	2.5	-
Long-term stock-based cash compensation						
Aspire 2.0 2019 (Jan. 1, 2019 – Dec. 31, 2022)	-	-	1,739	-	-	-
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023)	-	-	-	-	-	-
Total compensation awarded and due	822	100.0	5,440	1,876	100.0	3,259
Service cost/benefit expense (IFRS)	458	-	1,547	-	-	-
Total compensation	1,280		6,987	1,876		3,259

1.4.3 Compensation awarded and due to former Board of Management members

C 1.4/8

Compensation Awarded and Due to Former Board of Management Members (Part I)

	Werner Baumann ² Stepped down: May 31, 2023		Sarena Lin ³ Stepped down: Aug. 31, 2023	
	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)
Long-term stock-based cash compensation				
Aspire 3.0 2020 (Jan. 1, 2020 – Dec. 31, 2023) – provision ¹	329	4.8	–	–
Aspire 3.0 2021 (Jan. 1, 2021 – Dec. 31, 2024) – provision ¹	1,020	15.0	477	13.2
Aspire 3.0 2022 (Jan. 1, 2022 – Dec. 31, 2025) – provision ¹	1,601	23.5	812	22.4
Aspire 3.0 2023 (Jan. 1, 2023 – Dec. 31, 2026) – provision ¹	1,622	23.8	822	22.7
Other compensation				
Compensation for remaining term of service contract	2,243	32.9	1,514	41.7
Total compensation awarded and due⁴	6,815	100.0	3,625	100.0

C 1.4/9

Compensation Awarded and Due to Former Board of Management Members (Part II)

	Liam Condon Stepped down: Dec. 31, 2021		Dr. Hartmut Klusik ⁶ Stepped down: Dec. 31, 2019		Kemal Malik Stepped down: Dec. 31, 2019	
	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)
Long-term stock-based cash compensation ⁵	155	100.0	(703)	112.5	(711)	100.0
Pension payments	–	–	78	–12.5	–	–
Other compensation	–	–	–	–	–	–
Total compensation awarded and due	155	100.0	(625)	100.0	(711)	100.0

C 1.4/10

Compensation Awarded and Due to Former Board of Management Members (Part III)

	Johannes Dietsch Stepped down: May 31, 2018		Dr. Marijn Dekkers Stepped down: April 30, 2016		Prof. Dr. Wolfgang Plischke ⁶ Stepped down: April 29, 2014	
	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)	2023 (€ thousand)	2023 (%)
Long-term stock-based cash compensation ⁵	–	–	–	–	–	–
Pension payments	120	100.0	716	100.0	484	100.0
Other compensation	–	–	–	–	–	–
Total compensation awarded and due	120	100.0	716	100.0	484	100.0

¹ The LTI tranches previously allocated to Werner Baumann and Sarena Lin had already been earned at the time of their departure and therefore need to be presented as awarded compensation according to Section 162 of the German Stock Corporation Act (AktG). The 2020 LTI tranche will be paid out in March 2024, in the amount shown above. The values shown for the 2021, 2022 and 2023 tranches merely reflect the provisions established based on the fair value as of December 31, 2023. The tranches will not be paid out until the end of the respective performance period, and the payout will be based on the originally agreed conditions. Payment will not be brought forward. The actual payments may therefore deviate considerably from the values shown. The actual payments will be disclosed in the Compensation Report following the end of the respective performance period.

² "Other compensation" contains the compensation for the remaining term of Werner Baumann's service contract through April 30, 2024. This compensation exclusively covers the commitments he would have been entitled to had his service contract run for the original term. This includes base compensation, fringe benefits, STI, LTI and pension entitlements, in each case for the period June 1, 2023, until April 30, 2024. The prorated 2024 LTI tranche is subject to such a tranche actually being granted. The STI for the period June 1, 2023, until December 31, 2023, is to be paid out based on the actual level of target attainment, with the individual performance factor set at 1.0. Target attainment for both the STI for the period January 1, 2024, until April 30, 2024, and the 2024 LTI tranche was set at 100%. He already received compensation for the 2024 STI entitlements in May 2023, with a present value of €525 thousand. In addition, Baumann shall receive an indemnity payment due to the post-contractual noncompete agreement, which applies for a period of two years (June 1, 2023, until May 31, 2025). In accordance with the compensation system, this payment amounts to 100% of his base compensation for each of the two years and is offset against both the compensation for the remaining term of his service contract and future pension payments. The severance cap set out in Recommendation G.13 of the April 28, 2022, version of the German Corporate Governance Code – twice the annual compensation – is therefore not exceeded.

³ "Other compensation" contains the compensation for the remaining term of Sarena Lin's service contract through January 31, 2024. This compensation exclusively covers the commitments she would have been entitled to had her service contract run for the original term. This includes base compensation, fringe benefits, STI, LTI and pension installment, in each case for the period September 1, 2023, until January 31, 2024. The prorated 2024 LTI tranche is subject to such a tranche actually being granted. The STI for the period September 1, 2023, until January 31, 2024, is to be paid out based on the actual level of target attainment, with the individual performance factor set at 1.0. In addition, Lin shall receive an indemnity payment due to the post-contractual noncompete agreement, which applies for a period of two years (September 1, 2023, until August 31, 2025). In accordance with the compensation system, this payment amounts to 100% of her base compensation for each of the two years and is offset against the compensation for the remaining term of her service contract. The severance cap set out in Recommendation G.13 of the April 28, 2022, version of the German Corporate Governance Code – twice the annual compensation – is therefore not exceeded.

⁴ The total compensation awarded to Werner Baumann in 2023 amounted to €7,637 thousand, comprising €822 thousand as a serving Board of Management member and €6,815 thousand as a former Board of Management member, with the latter amount including the provisions shown above. The total compensation awarded to Sarena Lin in 2023 amounted to €5,501 thousand, comprising €1,876 thousand as a serving Board of Management member and €3,625 thousand as a former Board of Management member, with the latter amount including the provisions shown above. In line with the Board of Management compensation system, standard market practice and the recommendations of the German Corporate Governance Code (especially G. 13), they have been granted compensation for the remaining term of their service contracts, as well as an indemnity payment as part of their post-contractual noncompete agreements.

⁵ The figure shown here is the difference between the fair value of the long-term stock-based cash compensation that was originally reported in the respective Compensation Report when the member stepped down from the Board of Management, and the actual payout amount in the year in which payment is made.

⁶ Includes pension payments from Bayer-Pensionskasse VVaG

1.4.4 Compensation granted to Board of Management members who stepped down in 2023

In line with the Board of Management compensation system, standard market practice and the recommendations of the German Corporate Governance Code (especially G. 13), Werner Baumann and Sarena Lin have been granted compensation for the remaining term of their service contracts, as well as an indemnity payment as part of their post-contractual noncompete agreements. In this connection, they have both been conditionally granted a prorated allocation of the 2024 Aspire tranche (i.e., contingent on the Supervisory Board resolving to issue a 2024 tranche). With respect to the prorated allocations, Werner Baumann and Sarena Lin have been granted target amounts of 4/12 and 1/12, respectively, for the 2024 Aspire tranche. Sarena Lin has been granted 1/12 of the STI for 2024. The payout amounts will be shown as awarded compensation in the years in which payment is made. In addition, Werner Baumann has also been granted pension components for the remaining term of his service contract, with a current service cost of €864 thousand.

2. Compensation of the Supervisory Board

The Supervisory Board is compensated based on the relevant provisions of the Articles of Incorporation, which were last amended by the resolution adopted at the Annual Stockholders' Meeting on April 27, 2021.

2.1 Principles applied for Supervisory Board compensation

A company's Supervisory Board is tasked with advising and supervising the Board of Management, which directs the company and its business on its own responsibility. Pursuant to Section 113, Paragraph 1, Sentence 3 of the German Stock Corporation Act (AktG), the compensation of Supervisory Board members should bear a reasonable relation to their tasks and the company's situation. In setting Supervisory Board compensation, consideration should be given to the demands of the office of the Supervisory Board member, the time involved and the responsibility borne by the Supervisory Board members for the company. Appropriate Supervisory Board compensation ensures that a company will remain able to attract outstandingly qualified domestic and international candidates as Supervisory Board members. Supervisory Board compensation thus contributes sustainably to advancing a company's business strategy and to its long-term development.

2.2 Design of 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 Chairwoman 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 2.2/1

Design of Supervisory Board Compensation

Compensation element	
Fixed compensation	<ul style="list-style-type: none"> Chairman: €480,000 Vice Chairwoman: €320,000 Ordinary member: €160,000
Compensation for committee duties	<ul style="list-style-type: none"> Chairman and Vice Chairwoman 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
Nomination 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. The tables below show the components of the compensation awarded and due to each Supervisory Board member as well as the relative shares of the respective components in overall compensation. Awarded compensation encompasses compensation for services that have been fully rendered once the fiscal year ends.

2.3 Compensation awarded and due

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Compensation Awarded and Due (Part I)

	Fixed compensation		Compensation for committee duties			
	2023	2022	2023	2022		
	€ thousand	%	€ thousand	€ thousand	%	€ thousand
Serving Supervisory Board members as of Dec. 31, 2023						
Dr. Paul Achleitner	160	71.1	160	50	22.2	59
Dr. Simone Bagel-Trah	160	70.5	160	50	22.0	40
Horst Baier	160	48.1	160	150	45.0	121
Dr. Norbert W. Bischofberger	160	77.3	160	30	14.5	30
André van Broich	160	59.0	160	90	33.2	90
Ertharin Cousin	160	59.3	160	90	33.3	90
Yasmin Fahimi ¹	160	79.2	32	30	14.9	1
Dr. Barbara Ganswendt ²	160	66.4	108	60	24.9	40
Colleen A. Goggins	160	71.1	160	50	22.2	50
Francesco Grioli ²	160	83.3	108	20	10.4	13
Heike Hausfeld (Vice Chairwoman) ³	320	92.5	268	–	0.0	19
Frank Löllgen	160	59.7	160	90	33.6	90
Kimberly Mathisen ⁴	160	94.7	53	–	0.0	–
Andrea Sacher	160	67.2	160	60	25.2	50
Claudia Schade ²	160	93.0	108	–	0.0	–
Heinz Georg Webers ²	160	78.1	108	30	14.6	21
Alberto Weisser	160	60.6	160	80	30.3	73
Michael Westmeier ²	160	93.0	108	–	0.0	–
Prof. Dr. Otmar D. Wiestler	160	67.5	160	60	25.3	60
Prof. Dr. Norbert Winkeljohann (Chairman)	480	94.3	480	–	0.0	–
Supervisory Board members who stepped down in 2022 and 2023						
Dr. Thomas Elsner ⁵	–	0.0	52	–	0.0	20
Robert Gundlach ⁵	–	0.0	52	–	0.0	9
Reiner Hoffmann ⁶	–	0.0	117	–	0.0	13
Dr. Fei-Fei Li ⁷	–	0.0	107	–	0.0	–
Petra Reinbold-Knape ⁵	–	0.0	52	–	0.0	7
Michael Schmidt-Kießling ⁵	–	0.0	52	–	0.0	–
Oliver Zühlke ⁵	–	0.0	104	–	0.0	–

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Compensation Awarded and Due (Part II)

	Attendance fees ⁸			Total compensation	
	2023		2022	2023	2022
Serving Supervisory Board members as of Dec. 31, 2023	€ thousand	%	€ thousand	€ thousand	€ thousand
Dr. Paul Achleitner	15	6.7	23	225	242
Dr. Simone Bagel-Trah	17	7.5	24	227	224
Horst Baier	23	6.9	26	333	307
Dr. Norbert W. Bischofberger	17	8.2	20	207	210
André van Broich	21	7.8	24	271	274
Ertharin Cousin	20	7.4	24	270	274
Yasmin Fahimi ¹	12	5.9	2	202	35
Dr. Barbara Gansewendt ²	21	8.7	17	241	165
Colleen A. Goggins	15	6.7	26	225	236
Francesco Grioli ²	12	6.3	11	192	132
Heike Hausfeld (Vice Chairwoman) ³	26	7.5	23	346	310
Frank Löllgen	18	6.7	21	268	271
Kimberly Mathisen ⁴	9	5.3	6	169	59
Andrea Sacher	18	7.6	24	238	234
Claudia Schade ²	12	7.0	11	172	119
Heinz Georg Webers ²	15	7.3	12	205	141
Alberto Weisser	24	9.1	23	264	256
Michael Westmeier ²	12	7.0	11	172	119
Prof. Dr. Otmar D. Wiestler	17	7.2	20	237	240
Prof. Dr. Norbert Winkeljohann (Chairman)	29	5.7	30	509	510
Supervisory Board members who stepped down in 2022 and 2023					
Dr. Thomas Elsner ⁵	-	0.0	9	-	81
Robert Gundlach ⁵	-	0.0	8	-	69
Reiner Hoffmann ⁶	-	0.0	18	-	148
Dr. Fei-Fei Li ⁷	-	0.0	-	-	107
Petra Reinbold-Knape ⁵	-	0.0	9	-	68
Michael Schmidt-Kießling ⁵	-	0.0	9	-	61
Oliver Zühlke ⁵	-	0.0	11	-	115

¹ Member of the Supervisory Board since October 21, 2022² Member of the Supervisory Board since April 29, 2022³ Vice Chairwoman of the Supervisory Board since April 29, 2022⁴ Member of the Supervisory Board since September 1, 2022⁵ Member of the Supervisory Board until April 29, 2022⁶ Member of the Supervisory Board until September 25, 2022⁷ Member of the Supervisory Board until August 31, 2022⁸ The individual figures in the table are rounded. Without rounding, attendance fees amounted to €349.5 thousand in total.

No compensation was paid or benefits granted to members of the Supervisory Board for personally performed services such as consultancy or agency services. The company has purchased insurance for the members of the Supervisory Board to cover their personal liability arising from their service on the Supervisory Board.

3. Development of Financial Performance and Annual Change in Compensation – Comparative Overview

The table below provides an overview of the development of the compensation awarded and due to current and former members of the Board of Management and Supervisory Board, the development of the average compensation of the employees, and the development of selected financial performance indicators of the Bayer Group and Bayer AG over the past five years.

Former members of the Board of Management and Supervisory Board include all members with compensation awarded or due in 2023 who stepped down from the respective board within the past 10 years.

The compensation shown below for the employees, nonmanagerial employees and overall workforce in Germany includes the employees of Bayer AG, Leverkusen, Bayer Intellectual Property GmbH, Monheim am Rhein, and Pallas Versicherung Aktiengesellschaft, Leverkusen. From 2018, the figures do not include Animal Health employees. The employees of Bayer Business Services (BBS) GmbH, Leverkusen, are accounted for within Bayer AG, Leverkusen, from January 2020.

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Development of Compensation and Financial Performance – Comparative Overview¹

€ thousand	2019	2020	2021	2022	2023
Serving Board of Management members in 2023					
Bill Anderson (Chairman/CEO since June 1, 2023)	–	–	–	–	6,492
Werner Baumann (Chairman/CEO until May 31, 2023)	3,687	3,978	5,702	5,440	822
Sarena Lin (until August 31, 2023)	–	–	3,709	3,259	1,876
Wolfgang Nickl	1,714	1,315	2,996	2,908	1,290
Stefan Oelrich	2,676	2,129	3,644	2,584	1,254
Heike Prinz (since September 1, 2023)	–	–	–	–	550
Rodrigo Santos	–	–	–	2,836	1,396
Heiko Schipper	2,228	2,141	3,173	2,813	1,449
Former Board of Management members					
Werner Baumann ³	–	–	–	–	6,815
Liam Condon ^{2, 3}	2,523	2,104	8,249	–	155
Dr. Marijn Dekkers ²	141	(742)	650	664	716
Johannes Dietsch ²	(338)	(147)	(345)	12	120
Dr. Hartmut Klusik ^{2, 3}	5,158	72	(292)	(136)	(625)
Michael König ²	(331)	(232)	–	–	–
Sarena Lin ³	–	–	–	–	3,625
Kemal Malik ^{2, 3}	11,957	–	(363)	(223)	(711)
Erica Mann ²	–	(49)	(282)	(131)	–
Prof. Dr. Wolfgang Plischke	431	436	439	448	484
Dieter Weinand ²	–	(52)	(450)	(234)	–
Serving Supervisory Board members in 2023					
Dr. Paul Achleitner	204	199	237	242	225
Dr. Simone Bagel-Trah	137	133	174	224	227
Horst Baier	–	201	322	307	333
Dr. Norbert W. Bischofberger	171	166	192	210	207
André van Broich	205	200	247	274	271
Ertharin Cousin	34	133	182	274	270
Yasmin Fahimi	–	–	–	35	202
Dr. Barbara Gansewendt	–	–	–	165	241
Colleen A. Goggins	154	165	208	236	225
Francesco Grioli	–	–	–	132	192
Heike Hausfeld (Vice Chairwoman)	172	167	191	310	346
Frank Löllgen	208	200	246	271	268

C 3/1 (continued)

Development of Compensation and Financial Performance – Comparative Overview¹

€ thousand	2019	2020	2021	2022	2023
Kimberly Mathisen	–	–	–	59	169
Andrea Sacher	–	41	160	234	238
Claudia Schade	–	–	–	119	172
Heinz Georg Webers	–	–	–	141	205
Alberto Weisser	–	–	164	256	264
Michael Westmeier	–	–	–	119	172
Prof. Dr. Otmar D. Wiestler	171	166	213	240	237
Prof. Dr. Norbert Winkeljohann (Chairman)	290	367	473	510	509
Employees					
Average compensation for employees ⁴	108	106	104	122	123
Financial performance					
EBITDA before special items (€ million) (Bayer Group) ⁵	11,503	11,461	11,179	13,513	11,706
Core earnings per share (€) ⁶	6.40	6.39	6.51	7.94	6.39
Net income/loss (Bayer AG)	4,557	(2,547)	4,110	4,764	5,150

¹ For clarity, the table no longer contains the respective percentages.

² There is always a difference between the compensation awarded in previous years (due to a Board of Management member having fully performed their work duties up until their departure) and the actual payout effected years later under an LTI program. If the actual payout is lower than the awarded compensation shown for the previous years, it results in a negative amount being presented. If the payout is higher than the awarded compensation originally shown, it results in a positive amount being presented. Since the payout is only ever effected in the year after the four-year performance period ends, the above difference is not shown as awarded until the year of the payout in the case of departed Board of Management members. For serving Board of Management members, however, this takes place in the fourth year of the performance period. As such, pursuant to Section 162 of the Stock Corporation Act, no awarded compensation is usually shown for former Board of Management members in the year after they step down.

³ During the last year of service on the Board of Management, various agreements may potentially be reached under the respective termination agreements with respect to severance payments to cover compensation components already granted as well as indemnity payments. The severance payments comprise, for example, base compensation, STI and LTI and pension entitlements granted to them under their original Board of Management contract until its termination.

⁴ For technical reasons, the average compensation paid to employees is presented on an FTE basis, while Board of Management compensation is not. The average compensation of managerial and nonmanagerial employees comprises base compensation (for nonmanagerial employees under collective bargaining agreements: annual salary plus any shift bonuses and allowances depending on the position; for other employee groups: annual functional income), the annual bonus paid out in the fiscal year (short-term incentive (STI) payout based on actual target attainment in prior year), and the four-year stock-based compensation paid out in the fiscal year (where the respective employee groups are eligible to participate). For nonmanagerial employees, the 13th monthly salary and the contractually agreed vacation bonus were taken into account. Fringe benefits taken into account comprised employer contributions to social insurance and, for eligible employee groups, the budget provided for a company car. Expenditures for other fringe benefits (such as home security equipment or indemnity payments for lapsed variable compensation components granted by former employers) were not taken into account due to their irregular nature.

⁵ 2019–2022 as originally reported, forming basis for compensation

⁶ Core earnings per share from continuing operations, 2019–2022 as originally reported, forming basis for compensation

Leverkusen, February 22, 2024

Bayer Aktiengesellschaft

For the Board of Management:

Bill Anderson

Heike Prinz

Wolfgang Nickl

For the Supervisory Board:

Prof. Dr. Winkeljohann

Report of the Independent Auditor

To Bayer Aktiengesellschaft, Leverkusen/Germany

We have audited the accompanying compensation report of Bayer Aktiengesellschaft, Leverkusen/Germany, ("the Company") for the financial year from January 1 to December 31, 2023, including the related disclosures, which has been prepared to comply with Section 162 German Stock Corporation Act (AktG). We have not audited the content of the foreword by the chairman of the supervisory board that goes beyond the scope of Section 162 AktG nor the section "Overview of Compensation in 2023".

Responsibilities of the Executive Directors and of the Supervisory Board

The executive directors and the supervisory board of Bayer Aktiengesellschaft, Leverkusen/Germany, are responsible for the preparation of the compensation report, including the related disclosures, that complies with the requirements of Section 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they consider necessary to enable the preparation of a compensation report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this compensation report, including the related disclosures, based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). These Standards require that we fulfill the professional responsibilities and that we plan and perform the audit so that we obtain reasonable assurance as to whether the compensation report, including the related disclosures, is free from material misstatements.

An audit involves performing audit procedures in order to obtain audit evidence for the amounts stated in the compensation report, including the related disclosures. The choice of the audit procedures is subject to the auditor's professional judgment. This includes assessing the risk of material misstatements, whether due to fraud or error, in the compensation report, including the related disclosures. In assessing these risks, the auditor considers the system of internal control, which is relevant to preparing the compensation report, including the related disclosures. Our objective is to plan and perform audit procedures that are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the Company's system of internal control. An audit also comprises an evaluation of the accounting policies used, of the reasonableness of accounting estimates made by the executive directors and the supervisory board as well as an evaluation of the overall presentation of the compensation report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the compensation report for the financial year from January 1 to December 31, 2023, including the related disclosures, complies, in all material respects, with the accounting principles of Section 162 AktG. Our audit opinion on the compensation report does not cover the content of the above-mentioned foreword by the chairman of the supervisory board that goes beyond the scope of Section 162 AktG nor the section "Overview of Compensation in 2023".

Other Matter – Formal Audit of the Compensation Report

The audit of the content of the compensation report described in this report comprises the formal audit required under Section 162 (3) AktG including the issuance of a report on this audit. Since our audit opinion on the audit of the content is unmodified, this audit opinion includes that the disclosures required under Section 162 (1) and (2) AktG are contained, in all material respects, in the compensation report.

Other Information

The supervisory board is responsible for the other information. The other information comprises the foreword by the chairman of the supervisory board on the compensation report and the section “Overview of Compensation in 2023”.

Our audit opinion on the compensation report does not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

- is materially inconsistent with the compensation report or our knowledge obtained in the audit of the compensation report, or
- otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Intended Use of the Report

We issue this report as stipulated in the engagement letter agreed with the Company. The audit has been performed for the purposes of the Company and the report is solely intended to inform the Company about the result of the audit.

Liability

This report is not intended to be used by third parties as a basis for any (asset) decision. We are liable solely to Bayer Aktiengesellschaft, Leverkusen/Germany, and our liability is also governed by the engagement letter dated November 23/26, 2023 agreed with the Company as well as the “General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften (German Public Auditors and Public Audit Firms)” promulgated by the Institut der Wirtschaftsprüfer (IDW) in the version dated January 1, 2017 (IDW-AAB). However, we do not accept or assume liability to third parties.

Munich/Germany, February 23, 2024

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

Signed:
Andreas Wermelt
Wirtschaftsprüfer
(German Public Auditor)

Signed:
Michael Mehren
Wirtschaftsprüfer
(German Public Auditor)



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