



**Information in accordance with Section 125 of the German Stock Corporation Act (AktG) in conjunction with Article 4 and Annex Table 3 of the Commission Implementing Regulation (EU) 2018/1212 ("EU-IR")**

**A. Specification of the message**

1. Unique identifier of the event: Virtual Annual Stockholders' Meeting of Bayer Aktiengesellschaft 2024  
**(formal specification according to EU-IR: eb2357435f9aee11b52d00505696f23c)**
2. Type of message: Convening of the Annual Stockholders' Meeting  
**(formal specification according to EU-IR: NEWM)**

**B. Specification to the issuer**

1. ISIN: DE000BAY0017
2. Name of issuer: Bayer Aktiengesellschaft

**C. Specification of the meeting**

1. Date of the Stockholders' Meeting: April 26, 2024  
**(formal specification according to EU-IR: 20240426)**
2. Time of the Stockholders' Meeting: 10:00 a.m. (CEST)  
**(formal specification according to EU-IR: 8:00 a.m. UTC)**
3. Type of meeting: Annual Stockholders' Meeting as a virtual event without the physical presence of stockholders or their proxies  
**(formal specification according to EU-IR: GMET)**
4. Location of the meeting:

URL to the company's Internet Service for following the Annual Stockholders' Meeting in audio and video form and for exercising stockholders' rights via the Stockholders' Portal accessible via a link there: <https://www.bayer.com/stockholders-meeting>

Location of the Annual Stockholders' Meeting as defined by the German Stock Corporation Act: Kaiser-Wilhelm-Allee 1b, 51373 Leverkusen, Germany

**(formal specification according to EU-IR: <https://www.bayer.com/stockholders-meeting>)**

5. Technical Record Date: April 19, 2024, 12:00 p.m. (CEST)

Pursuant to Section 67, Paragraph 2, Sentence 1 of the AktG, stockholders' rights and obligations in relation to the Company only apply to those entered in the share register. The entry status of the stockholders in the share register on the date of the Annual Stockholders' Meeting therefore determines eligibility to attend and the number of voting rights they are entitled to exercise. For technical processing reasons, no transfer entries will be made in the share register in the period from Saturday, April 20, 2024, up to and including the date of the Annual Stockholders' Meeting and the following transfer-free weekend, i.e. up to and including Sunday, April 28, 2024. Consequently, the entry status of the share register on the date of the Annual Stockholders' Meeting will be the status after the last transfer entry on Friday, April 19, 2024. The technical record date is Friday, April 19, 2024, 12 p.m. CEST.

**(formal specification according to EU-IR: 20240419; 10:00 p.m. UTC)**

6. Website for the Stockholders' Meeting/URL: <https://www.bayer.com/stockholders-meeting>

#### **D. Participation in the Stockholders' Meeting**

1. Method of participation by stockholder

Following the online video and audio transmission and participating in the Meeting via the Stockholders' Portal accessible under <https://www.bayer.com/stockholders-meeting>

Exercising the right to vote by postal voting or Voting by issuing proxy and voting instructions to the proxy holders designated by the Company (also by a proxy holder)

**(formal specification according to EU-IR: VI, EV, PX)**

2. Issuer deadline for the notification of participation

Registration for Stockholders' Meeting until: April 19, 2024 at 12:00 p.m. (CEST) (time of receipt is decisive)

The exercise of voting rights by postal voting or the exercise of voting rights by issuing proxy and voting instructions to the proxy holders designated by the company require a timely notification. The relevant time limits for the exercise of these rights are set out in D.3.

**(formal specification according to EU-IR: 20240419; 10:00 p.m. UTC)**

3. Issuer deadline for voting

The exercise of voting rights by postal voting or the exercise of voting rights by issuing proxy and voting instructions to the proxy holders designated by the company is possible by letter until April 25, 2024 (the date the post is received) or email until April 25, 2024, 12:00 p.m. (CEST) (admission relevant)

**(formal specification according to EU-IR: 20240425; 10:00 p.m. UTC)**

or electronically via the Stockholders' Portal [www.stockholders-portal.bayer.com](http://www.stockholders-portal.bayer.com) until the closing of the vote by the chair of the virtual Annual Stockholders' Meeting on April 26, 2024.

**(formal specification according to EU-IR: 20240426)**

Following the virtual Stockholders' Meeting via the video and audio broadcast will be possible on April 26, 2024 from 10:00 a.m. (CEST) until the end of the Annual Stockholders' Meeting.

**(formal specification according to EU-IR: 20240426)**

## **E. Agenda**

### Agenda - Item 1

1. Unique identifier of the agenda item: 1
2. Title of the agenda item: **Presentation of the confirmed annual financial statements and the approved consolidated financial statements, the combined management report of Bayer Aktiengesellschaft and the Bayer Group, the report of the Supervisory Board and the proposal by the Board of Management on the use of the distributable profit for the fiscal year 2023, and resolution on the use of the distributable profit**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

### Agenda - Item 2

1. Unique identifier of the agenda item: 2
2. Title of the agenda item: **Resolution on ratification of the actions of the members of the Board of Management**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

### Agenda - Item 3

1. Unique identifier of the agenda item: 3
2. Title of the agenda item: **Resolution on ratification of the actions of the members of the Supervisory Board**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 4.1

1. Unique identifier of the agenda item: 4.1
2. Title of the agenda item: **Supervisory Board elections: Horst Baier**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 4.2

1. Unique identifier of the agenda item: 4.2
2. Title of the agenda item: **Supervisory Board elections: Ertharin Cousin**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 4.3

1. Unique identifier of the agenda item: 4.3
2. Title of the agenda item: **Supervisory Board elections: Lori Schechter**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 4.4

1. Unique identifier of the agenda item: 4.4
2. Title of the agenda item: **Supervisory Board elections: Dr. Nancy Cole, née Simonian (Dr. Nancy Simonian)**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

Agenda - Item 4.5

1. Unique identifier of the agenda item: 4.5
2. Title of the agenda item: **Supervisory Board elections: Jeffrey Ubben**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

Agenda - Item 5

1. Unique identifier of the agenda item: 5
2. Title of the agenda item: **Approval of the compensation system for the members of the Board of Management**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Advisory vote

**(formal specification according to EU-IR: AV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

Agenda - Item 6

1. Unique identifier of the agenda item: 6
2. Title of the agenda item: **Resolution on the approval of the Compensation Report**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Advisory vote

**(formal specification according to EU-IR: AV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

Agenda - Item 7.1

1. Unique identifier of the agenda item: 7.1
2. Title of the agenda item: **Authorization to acquire and use own shares with the potential disapplication of subscription and other tender rights**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 7.2

1. Unique identifier of the agenda item: 7.2
2. Title of the agenda item: **Use of derivatives in the course of the acquisition of own shares**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 8

1. Unique identifier of the agenda item: 8
2. Title of the agenda item: **Resolution on the approval of the Control and Profit and Loss Transfer Agreement between the Company and Bayer CropScience Aktiengesellschaft**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

#### Agenda - Item 9

1. Unique identifier of the agenda item: 9
2. Title of the agenda item: **Election of the auditor for the annual financial statements and of the auditor for the review of the half-year and interim financial reports, if applicable**
3. Uniform Resource Locator (URL) of the materials: <https://www.bayer.com/stockholders-meeting>
4. Vote: Binding vote

**(formal specification according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, Vote against, Abstention

**(formal specification according to EU-IR: Vf; VA; AB)**

### **F. Specification of the deadlines regarding the exercise of other stockholders' rights**

#### Stockholder Right - Requests for additions to the agenda pursuant to section 122 (2) AktG

1. Object of deadline: Submission of requests for additions to the agenda

2. Applicable issuer deadline: March 26, 2024, 12:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20240326; 11:00 p.m. UTC)**

Stockholder Right - Countermotions in accordance with section 126 (1) AktG

1. Object of deadline: Submission of countermotions in response to resolutions proposed on the agenda items, which must be made available to other stockholders before the Annual Stockholders' Meeting
2. Applicable issuer deadline: April 11, 2024, 12:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20240411; 10:00 p.m. UTC)**

Stockholder Right - Proposals for election in accordance with section 127 AktG

1. Object of deadline: Submission of proposals for election in respect of elections of candidates to the Supervisory Board and the appointment of the auditors, which must be made available to other shareholders before the Annual Stockholders' Meeting
2. Applicable issuer deadline: April 11, 2024, 12:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20240411; 10:00 p.m. UTC)**

Stockholder Right - Submit statements in accordance with section 130a (1) to (4) and (6) AktG

1. Object of deadline: Submission of statements on agenda items by means of electronic communication via the Stockholders' Portal accessible under <https://www.bayer.com/stockholders-meeting>
2. Applicable issuer deadline: April 20, 2024, 12:00 p.m. (CEST) (time of receipt is decisive)

**(formal specification according to EU-IR: 20240420; 10:00 p.m. UTC)**

Stockholder Right - Right to speak pursuant to section 130a (5) and (6) AktG

1. Object of deadline: Right to speak at the Annual Stockholders' Meeting by means of video communication via the Stockholders' Portal accessible under <https://www.bayer.com/stockholders-meeting>

Motions and proposals for election pursuant to Section 118a, Paragraph 1, Sentence 2, No. 3 of the AktG and all requests for information pursuant to Section 131 of the AktG may be included in the speech

2. Applicable issuer deadline: April 26, 2024, during the Annual Stockholders' Meeting

**(formal specification according to EU-IR: 20240426)**

Shareholder Right – Right to obtain information pursuant to section 131 AktG

1. Object of deadline: Right to obtain information at the Annual Stockholders' Meeting by means of video communication via the Stockholders' Portal accessible under <https://www.bayer.com/stockholders-meeting>

Stockholders who have joined the Meeting may submit requests pursuant to Section 131, Paragraphs 4 and 5 of the AktG by means of electronic communication, likewise via the Stockholders' Portal

2. Applicable issuer deadline: on April 26, 2024 during the Annual Stockholders' Meeting

**(formal specification according to EU-IR: 20240426)**

Stockholder Right - Objections to resolutions in accordance with section section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG

1. Object of deadline: Submission of objections to resolutions of the Annual Stockholders' Meeting electronically via the Stockholder's Portal accessible under <https://www.bayer.com/stockholders-meeting>
2. Applicable issuer deadline: On April 26, 2024 from the beginning of the Annual Stockholders' Meeting until the closure of the Annual Stockholders' Meeting by the chair of the meeting

**(formal specification according to EU-IR: 20240426)**

This translation is provided for convenience only.  
The German version is the sole legally binding version.