



Report by the Board of Management in accordance with Section 203, Paragraph 2, Sentence 2 of the German Stock Corporation Act (AktG) in conjunction with Section 186, Paragraph 4, Sentence 2 of the AktG (Agenda Item 7 of the Annual Stockholders' Meeting of Bayer Aktiengesellschaft on April 25, 2025)

The Board of Management and the Supervisory Board propose to the Annual Stockholders' Meeting on April 25, 2025, that the Board of Management be authorized for a period of three years to increase the Company's capital stock by EUR 875,000,000.00 (which equates to just under 35 percent of the current capital stock) against cash contributions through the issue of new no-par value registered shares (Authorized Capital 2025). In the event that Authorized Capital 2025 is utilized, stockholders shall generally be granted subscription rights.

The proposed Authorized Capital 2025 will enable the Board of Management to respond to future developments and cover the Company's financing needs swiftly and flexibly in a way that is also aligned with stockholder interests. To do so, the Company needs to have at its disposal the necessary instruments for procuring capital at all times, irrespective of whether it has any specific plans to utilize it, which is currently not the case. Since decisions on covering capital needs usually have to be taken at short notice, it is important that the Company is not dependent on obtaining approval for a capital increase from the Annual Stockholders' Meeting, which takes place only once a year, or from an extraordinary Stockholders' Meeting, which involves considerable preparation. The applicable legislation takes account of this need by providing for authorized capital. Due to the considerable benefits associated with authorized capital, a large number of publicly listed companies in Germany have such means at their disposal through the corresponding authorizations.

The Authorized Capital 2025 shall only be used if it is absolutely necessary to do so in order to preserve the business interests of Bayer Aktiengesellschaft. There are no specific plans at present to utilize Authorized Capital 2025. It cannot be ruled out, however, that the Company will need to increase the capital stock at short notice in the future, for example in view of potential future settlements with plaintiffs

in the United States or other measures in connection with efforts to substantially contain litigations in the United States. In order to be able to react swiftly and flexibly in the interests of the Company in such situations and not have to wait for a Stockholders' Meeting to be convened and held, the Board of Management and the Supervisory Board propose the creation of Authorized Capital 2025. Using the Authorized Capital 2025 in such cases will enable Bayer Aktiengesellschaft to avoid increasing its leverage ratio and thus a deterioration of its rating, while at the same time ensuring that the Company remains able to raise debt capital at acceptable conditions in the future and can therefore safeguard organic growth and the development of innovative products.

The Authorized Capital 2025 will not be used to finance external growth such as M&A transactions, however.

Stockholders shall generally be granted subscription rights if Authorized Capital 2025 is utilized. The shares can also be granted to stockholders indirectly within the framework of stockholders' statutory subscription rights in accordance with Section 186, Paragraph 5 of the AktG. In accordance with the above-mentioned specific purpose for which the Authorized Capital 2025 may be utilized, stockholder's subscription rights may only be disapplied for fractional shares. In their decisions on the utilization of the Authorized Capital 2025, the Board of Management and the Supervisory Board will place special importance on ensuring that stockholders are protected against dilution.

The authorization to disapply subscription rights for fractional shares serves to ensure a practicable subscription ratio with respect to the amount of the capital increase in each case. Not disapplying subscription rights for fractional shares would make the technical implementation of a capital increase, and the exercising of subscription rights, significantly more difficult, particularly in the case of a capital increase involving round amounts. The fractional shares for which stockholders' subscription rights have been disapplied will be sold in a way that delivers the most beneficial outcome for the Company, either via the stock exchange or in another way.

The Board of Management will in each case carefully examine whether the utilization of Authorized Capital 2025 and, if applicable, the disapplication of stockholders' subscription rights, are in the interests of the Company and its stockholders. The Board of Management will report on any utilization of

Authorized Capital 2025 to the subsequent Annual Stockholders' Meeting.

Leverkusen, February 20, 2025

Bayer Aktiengesellschaft
The Board of Management

Bill Anderson

Wolfgang Nickl

Stefan Oelrich

Heike Prinz

Rodrigo Santos

Julio Triana

This translation is provided for convenience only.

The German version is the sole legally binding version.