

Counter motions and Proposals for Election for the Annual Stockholders' Meeting 2026 of Bayer AG

This is a convenience translation. For the legally binding document, please refer to the original German version which is published on the Internet at <https://www.bayer.com/de/investoren/gegengantraege-wahlvorschlaege-hv2026>.

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

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

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



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

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

April 5, 2026

Countermotion for the BAYER Annual Stockholders' Meeting on April 24, 2026

We hereby announce that we object to the proposals of the Board of Management and the Supervisory Board with regard to Item 5 of the Agenda and intend to call on the stockholders to vote for the following countermotion:

Countermotion to Item 5: Approval of the Compensation Report

The Supervisory Board is proposing compensation for the Board of Management that is too high. Payments that are many times higher than the average annual salary of BAYER's nonmanagerial employees are neither internally nor externally justifiable. We therefore call on the stockholders to refuse to approve the proposed compensation system.

According to the Compensation Report, the salary of CEO Bill Anderson was no less than €6.06 million in 2025. The average compensation of the other Board of Management members is €2.6 million. That is far too much.

Particularly compared to the compensation of other company employees, the sums involved are beyond any reasonable measure. Thus, at BAYER, the CEO earns 50 times more than the average annual salary of an employee of the company. The other members of the Board of Management rake in over 21 times more.

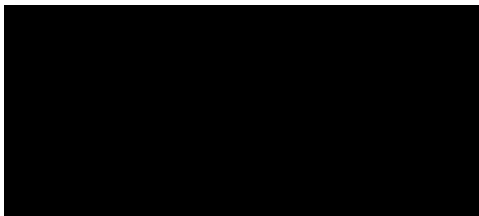
The Coordination against BAYER-Dangers (CBG) criticized this situation already at the 2023 Annual Stockholders' Meeting, but Supervisory Board Chairman Norbert Winkeljohann displayed a lack of sensitivity for the explosive social potential of such an imbalance. Instead, he described the logic of the divergent pay gap as "inherently consistent."

The Board members' salaries are also inappropriate when viewed against the backdrop of the most recent collective bargaining agreement for the chemical industry, which has resulted in real wage losses for the employees based on the current inflation rate. And the flatter hierarchies that BAYER's new Dynamic Shared Ownership operating model has allegedly created are in any case not reflected in the Compensation Report's salary system.

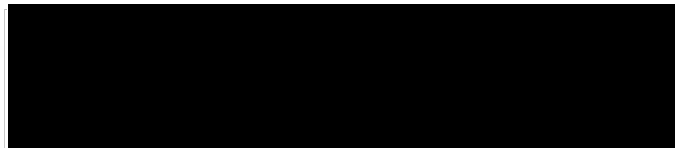
In the view of the Coordination against BAYER-Dangers, the Board of Management compensation system described in the Compensation Report demonstrates a flagrant lack of social responsibility. The CBG therefore urges the stockholders to reject this compensation system.

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

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



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_____, _____, _____

Countermotion for the Annual Stockholders' Meeting of the BAYER Group
on April 24, 2026

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

BAYER's liaison office in Brussels - from which the company directs its lobbying work - had a budget of more than €6 million in 2025. A total of 61 lobbyists there attended to the political landscape on behalf of the Leverkusen-based multinational corporation. Their activities covered 74 different areas ranging from "Farm to Fork", the biodiversity strategy and water and industrial emissions directives right through to the simplification packages for PFAS regulations.

However, most of the meetings pertained to the Omnibus Simplification Packages. Of particular importance to BAYER was the package pertaining to food and animal feed safety, which stipulates that pesticide approvals be granted permanently and their time limits lifted.

The multinational corporation from Leverkusen was correspondingly satisfied with the success of its lobbying activities. A statement from

April 5, 2026/Page 2

the global player's headquarters read: "BAYER regards the Food and Feed Safety Simplification Omnibus as a welcome opportunity to modernize and improve the current crop protection framework. We believe there is significant potential in the agriculture sector to streamline processes, reduce complexity and promote innovation in critical technologies such as crop protection."

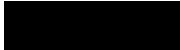
Without any democratic legitimation and empowered solely by its economic power, the BAYER Group influences decisions at EU level that have massive impacts on people in the member states and the environment.

The Supervisory Board has allowed this to happen. The actions of its members therefore must not be ratified.

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

Sincerely,

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-  -

Düsseldorf, April 6, 2026

[REDACTED]

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

**Countermotion for the Annual Stockholders' Meeting of the BAYER Group
on April 24, 2026**

I hereby announce that, in my capacity as a member of the Executive Committee of the Coordination against BAYER-Dangers, I object to the proposals of the Supervisory Board and the Board of Management with regard to Item 2 of the Agenda and would like to call on the stockholders to vote for the following countermotion:

Countermotion to Item 2: The actions of the members of the Board of Management shall not be ratified

The BAYER Group is continuing to hold virtual Annual Stockholders' Meetings even though the necessary three-quarters majority for this was only barely achieved at the last Annual Stockholders' Meeting and many stockholder associations had advocated against it. The Board of Management is responsible for this. The actions of its members therefore must not be ratified.

In general it can be said that the virtual annual stockholders' meeting format is much more popular in the boardrooms of German companies than in those of other European companies. And even in Germany, DAX companies are increasingly returning to in-person or hybrid events, the benefits of which are manifold: the irreplaceable personal dialog with stockholders.

Yet that seems to be exactly the reason why BAYER's executives prefer to hold stockholders' meetings online. They are too frightened to stand up directly for their controversial and sometimes insufficiently thought-through decisions. They do not want to look the victims of their reckless business policies in the eye. Nor do they want to have to deal with the regular grumbling about their compensation increases.

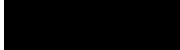
This is why the BAYER Group already advocated for virtual annual stockholders' meetings long before the COVID pandemic.

Lively discourse as an essential component of stockholder democracy is apparently not important to the Board of Management. For this reason, I call on the stockholders to vote against ratifying its actions.

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

Sincerely,

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With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 German Stock Corporation Act (AktG) in conjunction with Section 96, Sentence 2 AktG:
At least 30 percent of the members must be women and at least 30 percent must be men. In principle, this minimum quota must be fulfilled by the Supervisory Board as a whole. However, the stockholder representatives have rejected overall fulfillment of this quota on the basis of a majority resolution presented to the Chairman of the Supervisory Board. The minimum quota for this election therefore has to be fulfilled separately by the stockholders' and employees' representatives and comprises three women and three men for each group of representatives. The stockholders' representatives on the Supervisory Board currently comprise four women and six men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.
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Coordination against BAYER-Dangers * Postfach 15 04 1

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April 6, 2026

Counter motion for the BAYER Annual Stockholders' Meeting on April 24, 2026

We hereby announce that we object to the proposals of the Supervisory Board with regard to Item 4 of the Agenda and intend to call on the stockholders to vote for the following counter motion:

Counter motion to Item 4: Supervisory Board elections

The Coordination against BAYER-Dangers (CBG) rejects the new candidates nominated by the Supervisory Board for the vacant Supervisory Board seats. Instead, it proposes that the following candidates be elected to the Supervisory Board with effect from the end of the 2026 Annual Stockholders' Meeting until the end of the Annual Stockholders' Meeting that will resolve on the ratification of their actions for the fiscal year 2029:

A

- a) Axel Köhler-Schnura, Düsseldorf
Graduate in business administration and honorary member of the Executive Committee of the CBG

B

- b) Jan Pehrke, journalist
Member of the Executive Committee of the Coordination against BAYER-Dangers

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

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



- [Redacted] -



- [Redacted] -


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

April 7, 2026

Countermotion for the BAYER Annual Stockholders' Meeting on April 24, 2026

I hereby announce that I object to the proposals of the Supervisory Board and the Board of Management with regard to Item 3 of the Agenda and would like to call on the stockholders to vote for the following countermotion:

Countermotion to Item 3: Ratification of the actions of the members of the Supervisory Board

The BAYER Group has brought all its political influence to bear to force through the signing of the European Union-Mercosur Partnership Agreement irrespective of its far-reaching negative consequences for people, animals and the environment. The Supervisory Board supports this business policy. The actions of its members therefore must not be ratified.

BAYER is among the main beneficiaries of the lifting of customs duties stipulated in the trade agreement - after all, rates of up to 18 percent currently apply for chemicals and rates of up to 14 percent for pharmaceuticals and pesticides. The agrochemical giant will also benefit from the relaxation of import duties granted to the Mercosur member states. After all, this applies especially to agricultural commodities such as soybeans or corn, which is expected to lead to an increase in planting acreages and thus higher sales of genetically modified crops and pesticides.

BAYER therefore has invested correspondingly large sums in its lobbying efforts. Former CEO Werner Baumann openly admitted as much at the 2023 Annual Stockholders' Meeting: "Within the scope of its association memberships, BAYER has attended numerous meetings in Berlin, Brussels and Brazil, for example, at which the EU-Mercosur agreement was discussed," he stated.

At closer examination, the EU-Mercosur agreement is in fact a contract concluded between "Big Ag" - particularly in Brazil and Argentina - and the European industry at the expense of third parties.

Given the prospect of improved business with agricultural and meat products on the EU's markets, growing and grazing land is likely to further encroach into the rain forests that are so important for the world's climate. This puts additional displacement pressure on indigenous and traditional communities. And the already high burden placed on water, soil, air and biodiversity as a result of the agro-industrial model will likely further increase. The deal is also likely to increase trade imbalances between Europe and Latin America: while services and processed industrial goods with a high share of value-added account for about 84 percent of exports from EU countries to the Mercosur region, around 75 percent of exports from Argentina, Brazil, Paraguay and Uruguay comprise agricultural commodities, mineral resources and energy sources. Deindustrialization is therefore expected to accelerate in these four countries due to the lifting of import duties.

For all these reasons, the agreement is receiving significant criticism. The indigenous people's representative Kretã Kaingang calls the deal simply a "deadly agreement." For Brazilian geologist Larissa Bombardi and her co-author Audrey Changoe, the agreement represents a fatal continuation of history. "Since the late 15th century, Europeans have exploited raw materials in this region and exported natural resources and agricultural produce from monocultures to Europe. This pattern is still clearly recognizable in European trade relations with the Mercosur countries," they write, warning that the agreement continues exactly this tradition: "The trade liberalization stipulated in the EU-Mercosur agreement will cement this neocolonial relationship." The Landless Workers' Movement (MST) shares this view and believes the treaty "reproduces historical imbalances."

Celso Amorim, former Brazilian Minister of Foreign Affairs and current Chief Advisor for Foreign Policy, also worries about these imbalances. "Brazil's deindustrialization was one of the fastest and most perverse because it simply destroyed good jobs," he said in an interview.

The transnational Latin American federation of trade unions CCSCS also advocated against the trade agreement for this very reason, stating in a communique: "We are drawing attention to the catastrophic effects this agreement will have on the region's production system in general and on certain strategic production branches in particular."

The BAYER Group is willing to accept all these consequences for a few more dollars. The Supervisory Board tolerates this. I therefore urge that the stockholders vote against the ratification of its members' actions.

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

Sincerely,

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Honorary member of the Executive Committee of the Coordination against
BAYER-Dangers (CBG)



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April 7, 2026

Countermotion for the BAYER Annual Stockholders' Meeting on April 24, 2026

We hereby announce that we object to the proposals of the Board of Management and the Supervisory Board with regard to Item 2 of the Agenda and intend to call on the stockholders to vote for the following countermotion:

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

BAYER's pesticide glyphosate and its precursor phosphorus are currently being used as chemical weapons in the war in the Middle East. The Board of Management is responsible for this development. The actions of its members therefore must not be ratified.

The Israeli army is using glyphosate to destroy farmland in southern Lebanon and thus create a large buffer zone in the border region. According to the "Euro-Med Human Rights Monitor," some 9,000 hectares of farmland have already been destroyed by this policy. Lebanese President Joseph Aoun described this as a "gross violation of Lebanese sovereignty and an environmental and health crime." According to the Office of the High Commissioner for Human Rights, this approach presents a "serious humanitarian risk" to civilians living there. And the "Permanent Campaign Against Pesticides and For Life," based in Brazil,

says these attacks are reminiscent of the "herbicidal warfare" conducted in Vietnam: "Glyphosate is today's Agent Orange."

Yet that's not all: the glyphosate precursor phosphorus is also being deployed for military purposes in southern Lebanon, also with the aim of creating a no man's land there. Processed into white phosphorus, it is used to fill artillery rounds that explode in the air and function as smoke and incendiary bombs.

Human Rights Watch documented one such attack on March 3 near Yohmor that was preceded by the demand that the inhabitants of the city and 50 surrounding villages leave their homes. The human rights organization is highly critical of this procedure. "The incendiary effects of white phosphorus can cause death or cruel injuries that result in lifelong suffering," says Ramzi Kaiss, Lebanon researcher at Human Rights Watch.

The Israeli army also conducted similar operations in Lebanon in 2023 and 2024. The type and origin of white phosphorus used in artillery shells is clearly documented for 2023. According to research conducted by Amnesty International, 155 mm M825 artillery projectiles from US production were used in these attacks. Thus the trail leads back to the BAYER Group, which is the sole phosphorus producer in the United States.

For this very reason, Donald Trump signed an executive order on February 18 placing BAYER's glyphosate production facility at Soda Springs and the nearby phosphorus ore mine under special protection. According to an excerpt from the executive order, "Future reduction or the cessation of domestic production of elemental phosphorus and glyphosate-based herbicides would gravely threaten American national security." Under the headline "Promoting the national defense by ensuring an adequate supply of elemental phosphorus and glyphosate-based herbicides," the executive order describes phosphorus as "pervasive in defense supply chains" and therefore "crucial to military readiness and national defense."

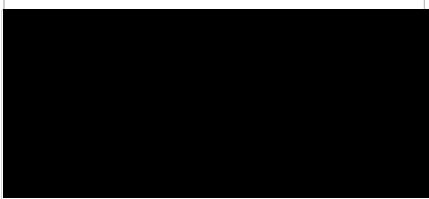
At the Financial News Conference on March 4, BAYER CEO Bill Anderson expressed his pleasure with the executive order: "We share this view and will implement the executive order."

The BAYER Group developed one of the world's first chemical weapons, dianisidine, in 1914. This was followed by further chemical weapons such as chlorine gas, hydrogen cyanide, tabun, sarin and mustard gas. Research continued during the Cold War and the company also contributed to the herbicidal warfare conducted during the Vietnam War.

As is now evident, the Board of Management is obviously willing to continue this fatal tradition as a supplier of chemical weapons. We therefore call on the stockholders to refuse to ratify the actions of its members.

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

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



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- [Redacted] -



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

Bayer Aktiengesellschaft
Building Q26 (Legal Department)
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51373 Leverkusen

April 8, 2026

Countermotion for the BAYER Annual Stockholders' Meeting on April 24, 2026

We hereby announce that we object to the proposals of the Board of Management and the Supervisory Board with regard to Item 3 of the Agenda and intend to call on the stockholders to vote for the following countermotion:

Countermotion to Item 3: Ratification of the actions of the Supervisory Board

In Brazil, large landowners spray glyphosate from airplanes and drones to displace indigenous and traditional communities and appropriate their land. The BAYER Group has done nothing to stop this practice and the Supervisory Board condones it. The actions of its members therefore must not be ratified.

According to a monitoring report produced by the geographer Professor Ronaldo Barros Sodré together with the Rural Workers Federation FETAEMA and the Network for Agroecology of Maranhão (RAMA), pesticides were sprayed over more than 110 settlements populated by indigenous or traditional communities and 29 municipalities in the state of Maranhão in 2025 alone. Glyphosate has also been permitted to be used again in this context since January 2025, as a court lifted the spraying ban that had been in effect for eleven years.

The acute health effects of aerial spraying include breathing difficulties, dizziness, vomiting, stinging eyes and skin irritation. Long-term effects could include cancer and other serious illnesses. These substances also pollute water sources and fields, and thus the communities' food sources - no doubt deliberately.

"The soybean farmers have not succeeded in displacing us from our land. We put up resistance. These men have been attempting it for more than 15 years. They have burned our houses and our fields (...) They have sent hired thugs. And now the toxins have arrived. So many toxins that we can no longer stay indoors," reports a member of the traditional community Carranca.

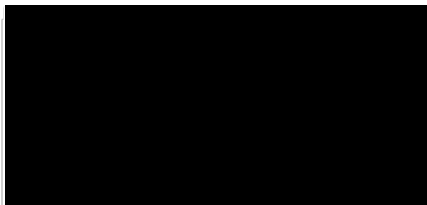
Carranca is part of the town of Buriti, which lies in the state of Maranhão. Nowhere else in Brazil do so many land conflicts take place as there. A total of 76 people fell victim to these conflicts between 2010 and 2020.

Ronaldo Sodré and his fellow campaigners regard these spraying operations with glyphosate and other pesticides as a case of "chemical violence" and therefore filed a complaint with the United Nations alleging "chemical warfare."

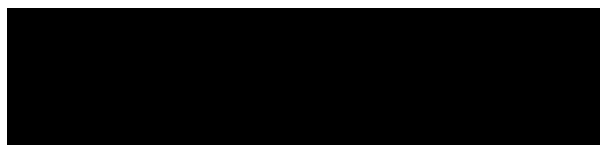
Agrochemicals are also used as a weapon in land conflicts in other Latin American countries. BAYER's executives are aware of this. Yet the Supervisory Board does not see any reason to urge that they take action, and has therefore breached its oversight duty. We therefore ask that the stockholders vote against the ratification of its members' actions.

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

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



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With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 German Stock Corporation Act (AktG) in conjunction with Section 96, Sentence 2 AktG:
At least 30 percent of the members must be women and at least 30 percent must be men. In principle, this minimum quota must be fulfilled by the Supervisory Board as a whole. However, the stockholder representatives have rejected overall fulfillment of this quota on the basis of a majority resolution presented to the Chairman of the Supervisory Board. The minimum quota for this election therefore has to be fulfilled separately by the stockholders' and employees' representatives and comprises three women and three men for each group of representatives. The stockholders' representatives on the Supervisory Board currently comprise four women and six men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.
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Bayer Annual Stockholders' Meeting April 24, 2026

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Election proposal2 for Agenda Item 4 Election of the Supervisory Board

[REDACTED], stockholder

Every stockholder has the right to make a nomination for the election of the Supervisory Board and/or the auditor.

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

Or will you favor your own candidates again?

Reasons:

The share price and stock trend are shameful. From €168 to now €40.

Many stockholders have lost a lot of money.

Many stockholders are disappointed that stockholder champions like SdK and DSW **were not able to enforce hybrid stockholders' meetings** and let themselves be led around by the nose by the corporations. The illusory reasons repeated again and again by chairs of the meetings and board of management members, stating that hybrid stockholders' meetings are too expensive, are wrong.

We have a very simple, straightforward recommendation for how to finance this kind of meeting: **reduce the excess compensation of the board of management members and supervisory board members by the cost of the hybrid stockholders' meetings.**

Management boards always treat themselves to compensation that's 20 or even up to 60 times that of German Chancellor Olaf Scholz.

This is just excessive, unrealistic, and sheer profiteering.

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

Time and again we read serious media reports regarding plagiarism in politics, and now in companies, where plagiarisms – false Dr. titles – are discovered and have to be returned. This is something that not only damages the person themselves; it results particularly in severe damage to the company. Where does your company stand in the debate? How do you intend to avoid this damage to your image?

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

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

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

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

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

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

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

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

Agenda Item 4 Resolution on elections for the Supervisory Board

Election proposals from stockholders according to Section 127 AktG

I call on the stockholders to support my nomination.

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

C



Prof. Dr. Hans-Jochen Schneider

Short resumé (CV)

D-70565 Stuttgart

- 1958–1967** Degree in Mathematics and doctorate (Dr. rer. nat.)
- 1968–1974** Postgraduate studies in Computer Science as a research group leader and institute director at the University of Stuttgart
- 1974–1987** Full professor in Computer Science at Technische Universität Berlin, editor of two scientific journals
- 1975–1992** Foundation and establishment of software house Actis with up to 200 employees in Stuttgart, Berlin, and Frankfurt, together with Dr. G. Stübel 1975–1987 Member of the extended board of management and limited partner 1987–1992 Managing partner 1989/1992 Sale of share to French software house Sligos, subsidiary of state-owned French bank Crédit Lyonnais (now Atos Origin)
- From 1990** Foundation of Umweltschutz- und Entsorgungsgesellschaft mbH & Co. KG in Taucha, near Leipzig; limited partner, establishment with up to 300 employees located in Taucha and Kosel
- 1992–2019** Managing and limited partner of the UWE Group with, in the meantime (1995), approx. 300 employees in eight companies in Taucha and Poland; construction of a high-tech factory with a chemical-physical processing plant for inorganic industry waste water. From 1995 Sale of certain subsidiaries, including through MBO:
 1995 UWE-Bau & Sanierung GmbH
 1995 UWE-Rekultivierung & Erdbau GmbH
 2000 UWE ECO in Poland
 2001 UWE Entsorgung GmbH
 2002 ABT Agrar-Biotechnologie Taucha GmbH
- From 2019** Only active in a consulting role for UWE.
- 1996–2011** Commercialization of a 100,000 m² property on the B87/An der Bergschule, by Steinbruchsee lake in Döbitz as an ecological residential and industrial estate, “Ökologischer Wohn- und Gewerbepark Taucha,” within the framework of the first ecological model city Taucha in Saxony
- 2009–2019** Founder and managing director of EnergieCity Leipzig GmbH (ECL): Commercialization of concepts for sustainable energy usage with partners

Memberships and roles (excerpt)

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

Best regards from the “Snow White town” of Lohr

.....
[REDACTED]

With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 German Stock Corporation Act (AktG) in conjunction with Section 96, Sentence 2 AktG:
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Bayer Annual Stockholders' Meeting April 24, 2026
2026

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Election proposal2 for Agenda Item 4 Election of the Supervisory Board
[REDACTED], stockholder

Every stockholder has the right to make a nomination for the election of the Supervisory Board.

Reasons:

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Many stockholders are disappointed that stockholder champions like SdK and DSW **were not able to enforce hybrid stockholders' meetings** and let themselves be led around by the nose by the corporations. The illusory reasons repeated again and again by chairs of the meetings and board of management members, stating that hybrid stockholders' meetings are too expensive, are wrong.

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reduce the excess compensation of the board of management members and supervisory board members by the cost of the hybrid stockholders' meetings.
Boards of management always treat themselves to compensation that's 20 or even up to 60 times that of German Chancellor Friedrich Merz.
This is just excessive, unrealistic, and sheer profiteering.

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

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

I call on the stockholders to support my nomination.

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

Dr. rer. oec. Barbara Grimberg,

CURRICULUM VITAE

Personal details:

Place of birth: Herne, Westphalia
Citizenship: German

Education:

Studied business and economics at Ruhr University Bochum
Degree: Diplom-Ökonom (graduate economist)
Postgraduate studies in Ergonomics
Doctorate (Dr. rer. Oec.) at Ruhr University Bochum
11/2020 25th anniversary of doctorate (Dr. rer. oec.)

Career:

11/1982 – 12/1986 Research associate to the Chair of National and International Agricultural Policy at Ruhr University Bochum (Prof. Dr. Ringer); cooperation with the Institute for Development Research and Development Policy

1984 – 1987 Associate assessor for audits at Verwaltungs- und Wirtschaftsakademie (VWA, Academy of Administration and Economics) in Bochum and Dortmund as part of studies in business administration (Dipl. Betriebswirt)

4/1985 – 10/1988 Lecturer at Werbefachliches Lehrinstitut Marquardt, Dortmund – Economic Theory and Political Economy – Fundamentals and Specialist Topics

1/1987 – 12/1988 Research associate at Institut für angewandte Innovationsforschung e.V. (IAI, Institute for Applied Innovation Research), Bochum (Prof. Dr. Dr. Staudt) – Extended cost-effectiveness analyses for SMEs and public transport

1/1990 – 3/1996 Freelance research associate at Institut für angewandte Innovationsforschung e.V. (IAI), Bochum – Production and Protection of New Products – Competition

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

10/2004 – 12/2004

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

Exhibitions:

Yes

Publications:

Hafkesbrink, J.; Treichel, H.-R.; Grimberg, B.: Wirtschaftlichkeitsrechnungen im öffentlichen Personennahverkehr –Literaturübersicht und kommentierte Bibliographie [“Cost effectiveness assessments for public passenger traffic – overview of the literature and annotated bibliography”], Bochum 1989

Best regards from the “Snow White town” of Lohr

.....
[Redacted signature]

With regard to the composition of the Supervisory Board, the Board of Management makes the following statement pursuant to Section 127, Sentence 4 German Stock Corporation Act (AktG) in conjunction with Section 96, Sentence 2 AktG:
At least 30 percent of the members must be women and at least 30 percent must be men. In principle, this minimum quota must be fulfilled by the Supervisory Board as a whole. However, the stockholder representatives have rejected overall fulfillment of this quota on the basis of a majority resolution presented to the Chairman of the Supervisory Board. The minimum quota for this election therefore has to be fulfilled separately by the stockholders' and employees' representatives and comprises three women and three men for each group of representatives. The stockholders' representatives on the Supervisory Board currently comprise four women and six men; therefore, the minimum quota is currently fulfilled by the stockholders' representatives.
Counter motions and proposals for election as well as supporting information accompanying them reflect the views of the persons who submitted them. Assertions of fact and links to third-party websites have not been verified. Bayer Aktiengesellschaft does not assume any responsibility for the content nor does Bayer Aktiengesellschaft endorse third-party websites and their content.

Bayer Annual Stockholders' Meeting April 24, 2026

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Election proposal3 for Agenda Item 4 Election of the Supervisory Board
[REDACTED], stockholder

Every stockholder has the right to make a nomination for the election of the Supervisory Board and/or the auditor.

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

Or will you favor your own candidates again?

Reasons:

The share price and stock trend are shameful. From €168 to now €40.

Many stockholders have lost a lot of money.

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

Time and again we read serious media reports regarding plagiarism in politics, and now in companies, where plagiarisms – false Dr. titles – are discovered and have to be returned. This is something that not only damages the person themselves; it results particularly in severe damage to the company. Where does your company stand in the debate? How do you intend to avoid this damage to your image?

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

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

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

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

Many stockholders are disappointed that stockholder champions like SdK and DSW **were not able to enforce hybrid stockholders' meetings** and let themselves be led around by the nose by the corporations. The illusory reasons repeated again and again by chairs of the meetings and board of management members, stating that hybrid stockholders' meetings are too expensive, are wrong.

From [REDACTED]

We have a very simple, straightforward recommendation for how to finance this kind of meeting: **reduce the excess compensation of the board of management members and supervisory board members by the cost of the hybrid stockholders' meetings.**

Boards of management always treat themselves to compensation that's 20 or even up to 60 times that of German Chancellor Friedrich Merz.

This is just excessive, unrealistic, and sheer profiteering.

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

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

Election proposals from stockholders according to Section 127 AktG

I call on the stockholders to support my nomination.

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

Ralf Schirmacher - Management consultant - Internationally active

CURRICULUM VITAE
Ralf Schirmacher
D-63263 Neu-Isenburg



Personal data

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

Expertise

Business and management consulting.
Corporate advisory and interim management

Career

01/2015 – to date	ad rem Unternehmensberatung GmbH Managing Partner
07/2010 – 12/2014	Focus Asia Consult Pte. Ltd., Singapore Managing consultant and partner
07/2008 – 10/2010	flyport Entwicklungs- u. Betreuungsgesellschaft mbH, Berlin Vice President, Business Development International.
01/2008 – 12/2008	Goldman Sachs Group, Inc., Investment Mgmt. & Securities, USA Corporate advisor, asset management, for the APAC Region
01/2006 – 01/2008	SIEMENS AG, SIEMENS USA Director of Aviation, Competence Center North America
02/1996 – 02/2006	Fraport AG and shareholdings, formerly FLUGHAFEN FRANKFURT MAIN AG • Director of Consulting, AirIT International GmbH (Fraport Group) • Head of Consulting, Fraport AG, formerly Flughafen Frankfurt Main AG • Vice President, debis-FRA GmbH (<i>joint venture of Flughafen Frankfurt Main AG with Daimler-Benz Interservices (debis) AG, now T-Systems</i>) • Head of the project office, Flughafen Frankfurt Main AG
04/1994 – 12/1995	ORACLE (Switzerland) AG Principal Consultant, Business Process Reengineering
09/1988 – 03/1994	WEIDMÜLLER Group, Germany • Coordinator of management information systems • Project management of computer-integrated factory automation
12/1987 – 09/1988	ADV/Orga Tech GmbH, former subsidiary of ADV/Orga AG now GFT Technologies AG

Education

1982 – 1987	Studied computer science and business administration at Technische Universität Berlin. graduated as Diplom-Informatiker (computer scientist)
1981 – 1982	Military radio equipment engineer Officer's course and lone fighter training
1981	General higher education entrance qualification ("Abitur mit allgemeiner Hochschulreife") from Mariengymnasium Jeve

Special expertise

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

Specific functions

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

Best regards from the "Snow White town" of Lohr

.....
[Redacted Signature]

2026

Motions / Countermotions / Approval of Agenda Item No.4
Regarding the agenda items

, stockholder

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

I hereby propose the motion / countermotion to the agenda item

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

As pertains to the agenda items, we also call for:

“Hybrid annual stockholders’ meetings as an obligatory form of future annual stockholders’ meetings”

Motion:

I propose that the Articles of Incorporation of the Company be amended such that **future annual stockholders’ meetings must be obligatorily held in hybrid form** (a combination of in-person and virtual online participation). The purpose of this is to ensure that all stockholders can fully exercise their rights irrespective of their **physical mobility, health, technical facilities or geographic location**.

Reason:

1. Equal participation by all stockholders

- Currently, stockholders who cannot participate in person for health, financial or logistical reasons are systematically disadvantaged.
- My own case is a good example: despite being registered to attend the ASM of Deutsche Telekom on April 9, 2025, I was unable to travel to the event due to a sudden illness. As a result, the
- **two countermotions and three election proposals I had submitted lapsed.** A hybrid ASM would have enabled me to present my motions digitally from my office.
- Nor must older stockholders or those who are not internet-savvy be excluded. Hybrid formats enable freedom of choice: everyone should be able to decide for themselves whether to participate physically or in virtual digital form.

2. Lessons from the COVID pandemic

- Virtual ASMs were successfully established during the pandemic, whereby many companies portrayed the return to a purely in-person format as an “interim solution.” This ignores the advantages of digital participation, which should be a permanent addition and not a stopgap measure.

3. Cost argument rebutted

- The assertion that hybrid ASMs are “too expensive” is not tenable. The costs could be financed through an appropriate reduction in the compensation of the Board of Management and the Supervisory Board. Comparisons show that management board members often earn 20 to 50 times the compensation of top politicians (such as the German chancellor or the German president) – an imbalance that justifies a redistribution in favor of stockholder interests.

4. Legal feasibility

- The technical and legal implementation of hybrid ASMs is not an insurmountable obstacle. Companies such as ING in the Netherlands have demonstrated that such formats work. The legal costs are acceptable, especially considering that the Company maintains extensive legal departments that can afford to undertake such adjustments.

5. Strengthening stockholder democracy

- The exclusion of non-present stockholders undermines the principle of codetermination. Hybrid ASMs promote transparency and broad participation because international or less mobile stockholders can also make their voices heard.

6. Request to stockholder representatives

- Organizations such as SdK or DSW must more resolutely advocate for hybrid formats. The current standstill is perceived by many stockholders to show a lack of respect for their ownership and stockholder rights.

7. Appeal to the Board of Management

- I ask that the Board of Management publicly comment on this motion at the ASM and specifically explain why they believe hybrid ASMs are not implementable – particularly in view of the fact that other countries and industries already successfully practice this policy.

Support from other stockholders:

I call on all stockholders to support this motion and introduce similar initiatives at other companies. Only through collective pressure can we ensure that the interests of the owners (stockholders) outweigh those of the “employees” (management board members).

Even in my hometown, the “Snow White” town of Lohr (16,000 residents), town hall meetings are conducted in hybrid format. It should be expected that our Company’s attorneys can also organize a hybrid Annual Stockholders’ Meeting.

**Thank you in advance for your efforts and your understanding.
Best regards from the “Snow White town” of Lohr am Main**

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Please forward:

According to the German Stock Corporation Act (AktG), this Motion must be submitted within the deadline and included on the Agenda of the next Annual Stockholders’ Meeting. Please confirm receipt of this Motion in writing.

2026

Motions / Counter motions No. 2 for the agenda items

, stockholder

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

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

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

I propose a separate vote for each of the Supervisory Board members.

Furthermore, with regard to the agenda items,

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

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

Reasons:

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

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

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

Time and again we read serious media reports regarding plagiarism in politics, and now in companies, where plagiarisms – false Dr. titles – are discovered and have to be returned. This is something that not only damages the person themselves; it

results particularly in severe damage to the company. Where does your company stand in the debate? How do you intend to avoid this damage to your image?

As we have learned through the media and the plagiarism-hunting platform

VroniPlag®, **a high-ranking VW manager also plagiarized his doctorate, namely**

Dr. Dr. [REDACTED], who works on behalf of VW to help Volkswagen EVs in

China achieve a breakthrough – as CEO of the joint venture Volkswagen Anhui

Automotive Company Ltd. Credit: Porsche Consulting.

Where does your company stand in the debate? How do you intend to avoid this damage to your image? What preventive measures are you arranging?

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

Best regards from the “Snow White town” of Lohr am Main

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[REDACTED]

2026

**Motions / Countermotions / Approval of Agenda Item No.3
Regarding the agenda items**

[REDACTED], stockholder

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

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

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

These compensation levels were already inappropriate and disrespectful during the COVID pandemic, especially if they **treated themselves to compensation increases** during the pandemic.

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

By way of comparison once again, the Chairman of the Board of Management treats himself to compensation that is **more than 42 times greater than the maximum compensation** of German President Frank-Walter Steinmeyer
and more than **45 times greater than the maximum compensation** of German Chancellor Friedrich Merz.

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

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

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

**I hereby propose the motion / countermotion to the agenda item
stating that the actions of the members of the Board of Management shall not be ratified.**

I propose a separate vote for all **members of the Board of Management and the Supervisory Board**.

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

I hereby propose motion / countermotion No. 3 to the agenda item

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

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

All fairy tales begin with once upon a time, and once upon a time the **Bayer** share was worth **€168 (according to onvista), after which the share price plummeted to an all-time low of approximately €10.** The current price is about €40.

Many, many shareholders have lost much, much money with **Bayer** stock.

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

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

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

Time and again we read serious media reports regarding plagiarism in politics, and now in companies, where plagiarisms – false Dr. titles – are discovered and have to be returned. This is something that not only damages the person themselves; it results particularly in severe damage to the company. Where does your company stand in the debate? How do you intend to avoid this damage to your image?

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

Where does your company stand in the debate? How do you intend to avoid this damage to your image? What preventive measures are you arranging in our company?

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

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

**Thank you in advance for your efforts and your understanding.
Best regards from the "Snow White town" of Lohr am Main**

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

April 9, 2026

Countermotion for the BAYER Annual Stockholders' Meeting on April 24, 2026

I hereby announce that I object to the proposals of the Supervisory Board and the Board of Management with regard to Item 2 of the Agenda and would like to call on the stockholders to vote for the following countermotion:

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

PFAS are among the most hazardous environmental toxins. Because the BAYER Group has many of these "forever chemicals" in its product range, it is exerting all its political power to prevent a total ban. The Board of Management is responsible for this. The actions of its members therefore must not be ratified.

At the end of March 2026, the European Chemicals Agency (ECHA) published its assessment of the hazard potential of products containing PFAS and made recommendations as to how to deal with them. The Risk Assessment Committee (RAC) of the ECHA expressed its significant alarm regarding the forever chemicals' harmful effects. "RAC concludes that PFAS pose growing risks to people and the environment. They are highly persistent, remaining in the environment for long periods, traveling long distances, contaminating groundwater and soil, while some cause serious health issues such as cancer and reproductive harm," reads an excerpt from the statement.

The BAYER Group is one of the world's twelve biggest producers of PFAS. Many of its pesticides contain PFAS such as trifluoroacetic acid (TFA). Accordingly, the company intensively intervenes in the regulatory processes - so far with success. For example, the reference value for TFA established by the European Food Safety Authority EFSA - the "Acceptable Daily Intake" (ADI), equating to the highest acceptable amount per kilogram of bodyweight - was defined by the Leverkusen-based multinational company itself.

Peter Clausing and Helmut Burtscher-Schaden massively criticize this fact in their "PFAS Pesticides - Danger to Health and the Environment"

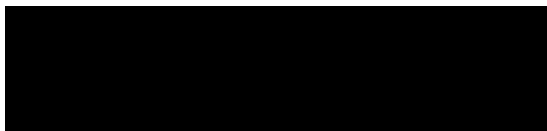
study. "The fact that the EFSA took over the flawed risk evaluation of the PFAS producer BAYER in 2014 rather than commissioning an independent and compliant assessment was a major reason why the risks and dangers of TFA went undetected and thus did not present an obstacle to the continued approval of PFAS," the two scientists conclude, adding: "It is a serious failure with potentially far-reaching consequences for environmental and health protection that the EFSA in 2025 once again presented a flawed risk assessment which fundamentally diverges from those of other authorities and again shows striking parallels to the arguments of BAYER."

BAYER also engaged in intensive lobbying efforts with the EU to prevent stricter regulation of PFAS. Representatives of the company even met personally with a member of the cabinet of EU Health Commissioner Olivér Várhelyi on January 7 of this year, as documented in the EU transparency register.

BAYER is willing to jeopardize people, animals and the environment for the sake of profit. The Board of Management bears responsibility for this. I therefore urge that the actions of its members not be ratified.

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

Sincerely,

A large black rectangular box redacting the signature of the sender.A black rectangular box redacting the name of the sender.

Honorary member of the Executive Committee of the Coordination against BAYER-Dangers (CBG)

[REDACTED]

April 9, 2026

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

BAYER Aktiengesellschaft
Gebäude Q 26 (Legal Department)
Kaiser-Wilhelm-Allee 20
51373 Leverkusen

**Countermotion for the
Annual Stockholders' Meeting of the BAYER Group on April
24, 2026**

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Item 2 of the Agenda and instead urge the stockholders to vote in favor of the following countermotion:

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

From the 1950s until the 1970s, the BAYER Group tested psychopharmaceuticals and other drugs on institutionalized children without obtaining declarations of consent for these tests. Furthermore, BAYER medications were often administered without sufficient medical justification. Some of those involved still suffer from the effects today. Yet the company is still not willing to admit guilt and refuses to participate in compensation solutions. The Board of Management is responsible for this. The actions of its members therefore must not be ratified.

The "Improper use of drug products in children and young people in North Rhine-Westphalia from the state's founding until the 1980s" study was published last year. The administration of pharmaceuticals deemed by the study to have been improper pertained e.g. to administration due to dubious medical indication, for example for sedation, as well as deliberate overdose and pharmaceutical tests without consent.

Among the BAYER products used were AOLEPT, MEGAPHEN and LUMINAL. The pharmaceutical tests by the Leverkusen-based multinational company took place mainly at the Godeshöhe Children's Sanitarium in Bad Godesberg, the children's ward

of Düsseldorf Municipal Hospital and the former Aprath Children's Sanitarium. The study's authors conclude: "Overall it must be stated that extensive testing of pharmaceuticals took place in Wuppertal-Aprath (certainly in cooperation with other sanitariums and hospitals in the Bergisches Land region), primarily by BAYER. Numerous side effects were documented here."

Yet BAYER has refused to take responsibility for this, as Günter Wulf - who served as a guinea pig for the company in the child and juvenile psychiatric ward of Schleswig-Holstein State Hospital - learned at last year's Annual Stockholders' Meeting.

"Mr. Wulf, you asked when BAYER AG will declare its willingness to take responsibility for the bodily harm allegedly done to institutionalized children," remarked Pharmaceuticals head Stefan Oelrich before responding to Wulf's question: "We reject the demand for financial participation because we cannot assume responsibility either for the conditions in the institutions at the time or the actions taken by the employees."

And yet the BAYER Group maintained close relations with the staff in those institutions. In October 1968, for example, the company invited the employees to enjoy a pleasant boating trip on the Rhine, as well as to attend a symposium to discuss the pharmaceutical BAYER 1521. This is documented by the authors of the study "Scientific study of the practice of drug trials in institutions for the disabled and in adult, child and juvenile psychiatric wards in the state of Schleswig-Holstein from 1949 until 1975."

The Board of Management is responsible for the degrading treatment of the victims of pharmaceutical testing and for the improper administration of medications. I therefore urge that the stockholders vote against the ratification of its members' actions.

Pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG), I request that this counter-motion and its statement of grounds be published.

Sincerely,

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April 9, 2026

BAYER Aktiengesellschaft
Gebäude Q 26 (Legal Department)
Kaiser-Wilhelm-Allee 20
51373 Leverkusen

**Countermotion for the
Annual Stockholders' Meeting of the BAYER Group on April
24, 2026**

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

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

In 2024, Germany recognized "Parkinson's disease due to pesticides" as an occupational illness among farmers, thus officially confirming this harmful effect of agrochemicals. However, the BAYER Group continues to rule out pesticides as a cause of this nervous system disorder and refuses to help cover the immense costs of treatment. The Supervisory Board supports this stance. The actions of its members therefore must not be ratified.

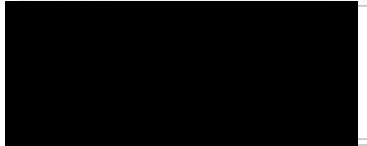
Through January 2026, the German social insurance provider for agriculture, forestry and horticulture (SVLFG) had approved 550 applications seeking to recognize "Parkinson's disease due to pesticides" as an occupational illness. It anticipates annual treatment costs of €63 million for 2026. The SVLFG increased its risk contributions by up to 20 percent already in 2023, in part to shoulder these additional costs. In addition, the government increased its subsidies for the SVLFG by €20 million to €120 million.

According to the costs-by-cause principle, however, pesticide producers like BAYER should have to pay. Yet the company is doggedly refusing to do so. The Supervisory Board condones this refusal to take responsibility. For this reason, I would like to call on the stockholders to vote

against ratifying its actions.

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

Sincerely,

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