



# Debt Investor Information

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**Status: Q3 2021/FY 2020**

**As of 9 November 2021**

# Cautionary Statements Regarding Forward-Looking Information

This presentation may contain forward-looking statements based on current assumptions and forecasts made by Bayer management.

Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. These factors include those discussed in Bayer's public reports which are available on the Bayer website at <http://www.bayer.com/>.

The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.



# Our Business Areas

## Crop Science



// Innovative chemical & biological crop protection, seeds & traits, digital technologies & services

## Pharmaceuticals



// Prescription drugs

## Consumer Health



// Over-the-counter medicines, dietary supplements and dermatology products



# Our Strategic Priorities

## Group Strategic Priorities

1

**Positioning businesses to mega-trends**  
*Contribution to health and nutrition<sup>1</sup>*

2

**Developing innovative products**  
*Leadership in our relevant markets*

3

**Sustainability**  
*Long-term, sustainable growth*

4

**Focusing on our key strength**  
*Innovation & operational performance*

## Divisional Focus



### Crop Science

Create a leading innovation engine that transforms agriculture



### Pharmaceuticals

Driving performance and delivering new growth opportunities



### Consumer Health

Maintain a leading OTC position and improve profitability

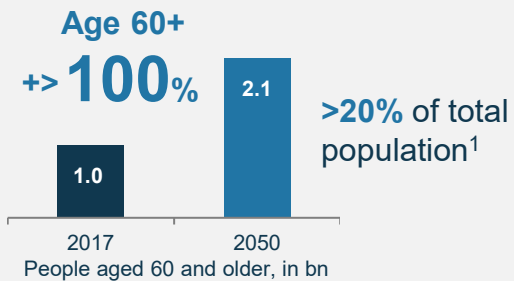
<sup>1</sup> We also seek to make a responsible contribution to the United Nations Sustainable Development Goals "Good Health and Well-Being" (SDG 3) and "Zero Hunger" (SDG 2)



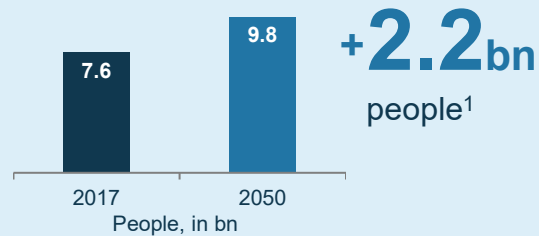
# We address megatrends that impact lives across the globe

## Megatrends through 2050

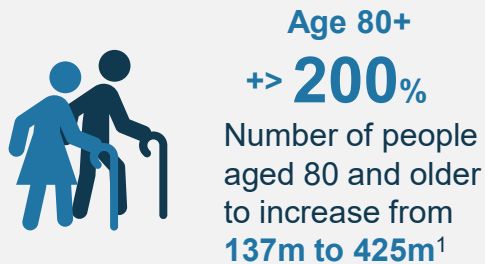
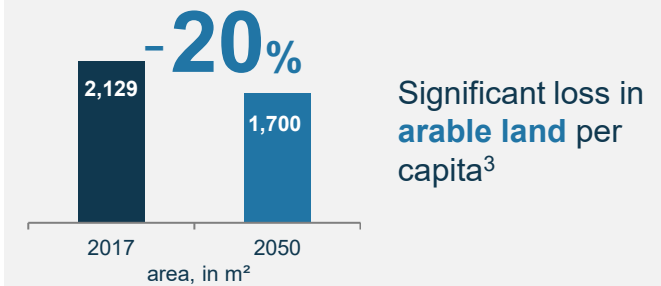
### Aging population



### Growing population



### Pressure on ecosystems

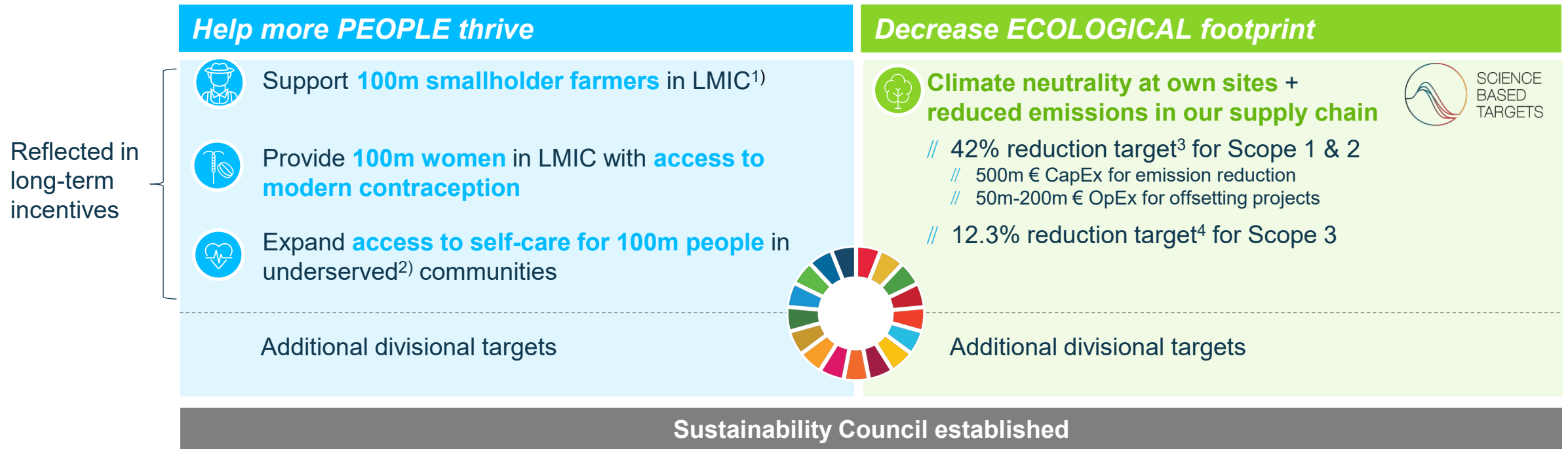


<sup>1</sup> World Population Prospects: The 2017 Revision | <sup>2</sup> FAO 2017, (FAO Global Perspective Studies) | <sup>3</sup> FAOSTAT (accessed Oct 30, 2018) for 1961-2016 data on land, FAO 2012 for 2030 and 2050 data on land, and UNDEDA 2017: World Population Prospects for world population data | <sup>4</sup> Nelson et. al, (2014); FAO 2016 "Climate change and food security"



# Ambitious Measurable Targets for Sustainable Development

2030 Targets, in line with the UN SDGs



<sup>1)</sup> LMIC: low and middle- income countries- All countries included in the [World Bank list](#) as per 1 July 2019

<sup>2)</sup> underserved : Economically or medically



# We Create Value by Accelerating our Transformation

Driving Innovation and Returns

## 1 Enable growth

- Clear plan for translating innovation into top-line growth

## 2 Drive profitability

- Comprehensive transformation program launched

## 3 Focus on cash

- Strong capacity to generate cash

## 4 Sustainability

- Inclusive growth by helping more people thrive, and decreasing our ecological footprint

## 5 Disciplined capital allocation

- Priorities: deleveraging, dividends, external growth investments

**Value creation**



# We Focus on Cash Generation



## Improve Free Cash Flow

Optimize **working capital** focusing on overdue management, inventory and payables; prioritizing **CapEx**



## Adapt incentive scheme

Free Cash Flow integrated as a key performance metric in our **short-term incentive** plan for all managerial employees



## Capital Employed / Divestments

Optimization of **fixed asset** portfolio, for example sale of property

**Sale of businesses / brands** below division level (e.g. ES professional)



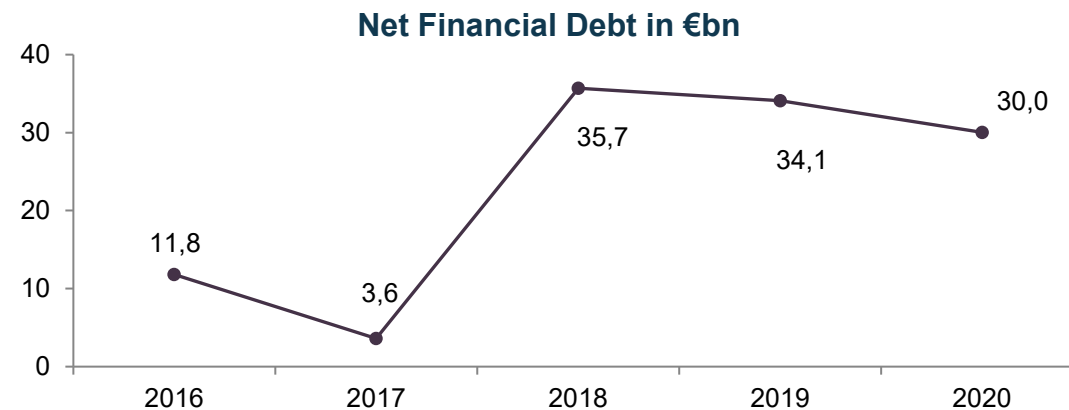
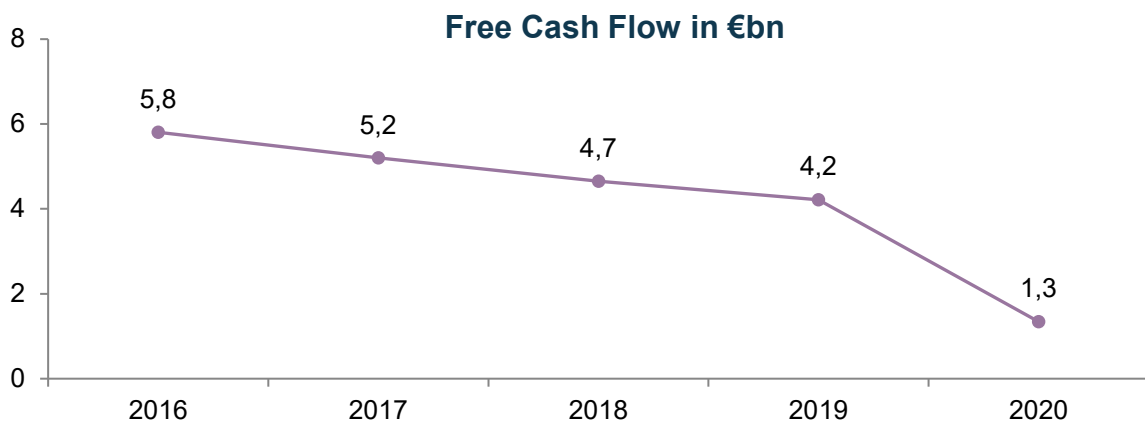
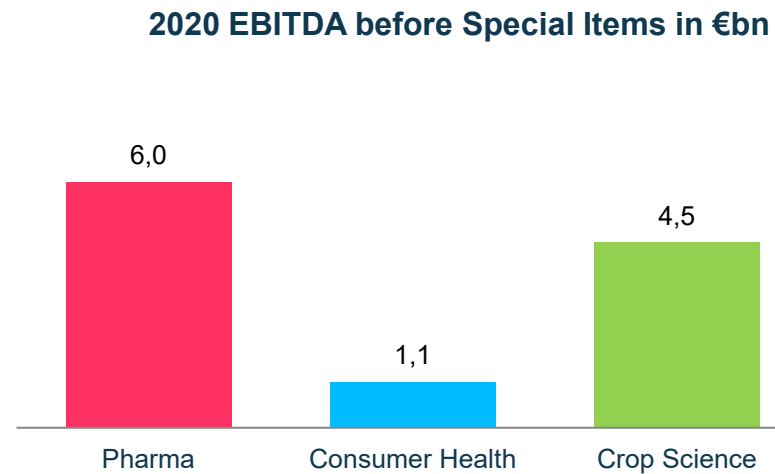
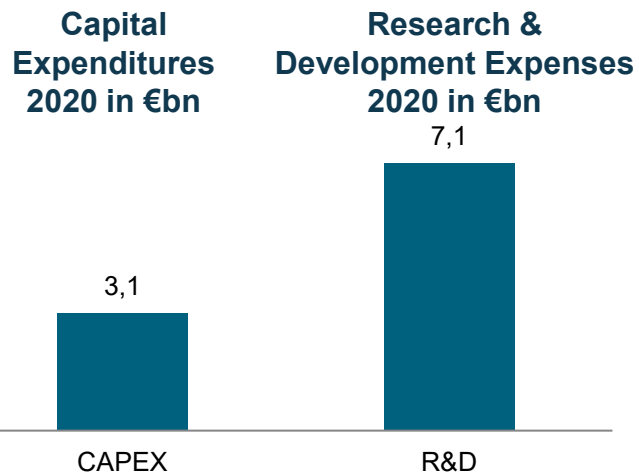
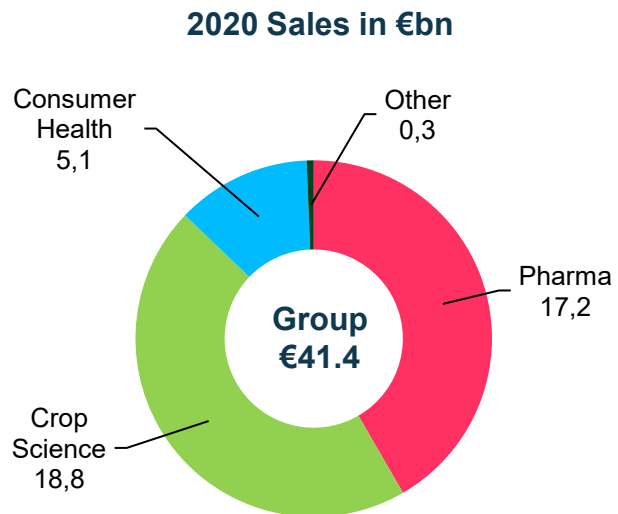
## Litigation pay-outs & special items

Our Free Cash Flow is impacted by **litigation** pay-outs and cash-effective **one-time costs** for transformation





# Bayer Key Financials



Notes:

- 2020 figures and net financial debt figures as initially reported
- Free cash flow was initially reported in 2018; 2016 and 2017 free cash flow figures were taken from 2019 annual report; Free cash flow includes litigation payments



# We Update Our Full-Year Group Guidance for 2021

	Excluding currency impact		Expected currency impact <sup>2</sup>	Outlook as of Nov 2021 incl. currency impact
	Outlook as of Aug 2021 <sup>1</sup>	Outlook as of Nov 2021		
Sales	~ €44bn	~ €44bn	~ -€1bn	~ €43bn
EBITDA margin (before special items)	~ 26%	~ 26%	~ -50 bps	~ 25.5%
Core EPS	€6.40 – €6.60	€6.50 – €6.70	~ -€0.40	€6.10 – €6.30
Free cash flow	~ -€2 - -€3bn <sup>3</sup>	~ -€0.5 – -€1.5bn <sup>4</sup>	no material effect	~ -€0.5 – -€1.5bn <sup>4</sup>
Net financial debt	~ €36bn	~ €35.5bn	~ €0.5bn	~ €35bn

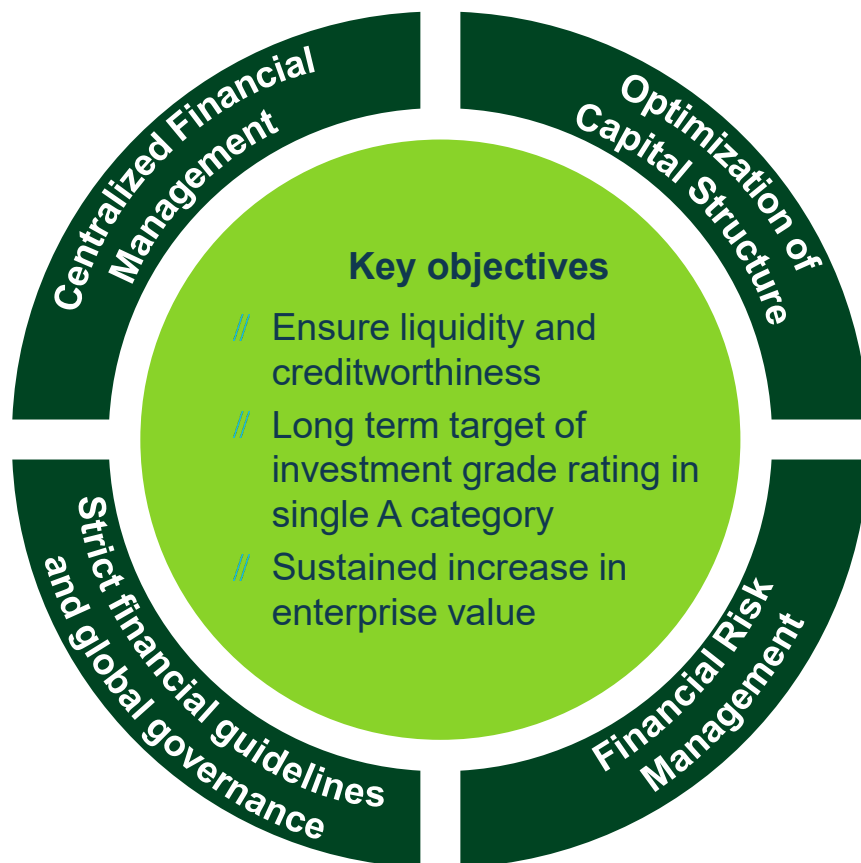
<sup>1</sup> At average actual currencies for 2020

<sup>2</sup> Currency assumptions based on month-end September spot rates (1 EUR=) 1.16 USD, 6.26 BRL, 7.49 CNY, 130 JPY, 23.8 MXN, 84.3 RUB. Impact is calculated as difference to constant currencies.

<sup>3</sup> Settlement payouts of ~€7bn included; <sup>4</sup> Settlement payouts of ~€5.5bn included



# Bayer Pursues Conservative Financial Policy...



## Financing instruments

// Syndicated credit facilities

// Global Commercial Paper program

// Senior bonds in different currencies

// Hybrid bonds

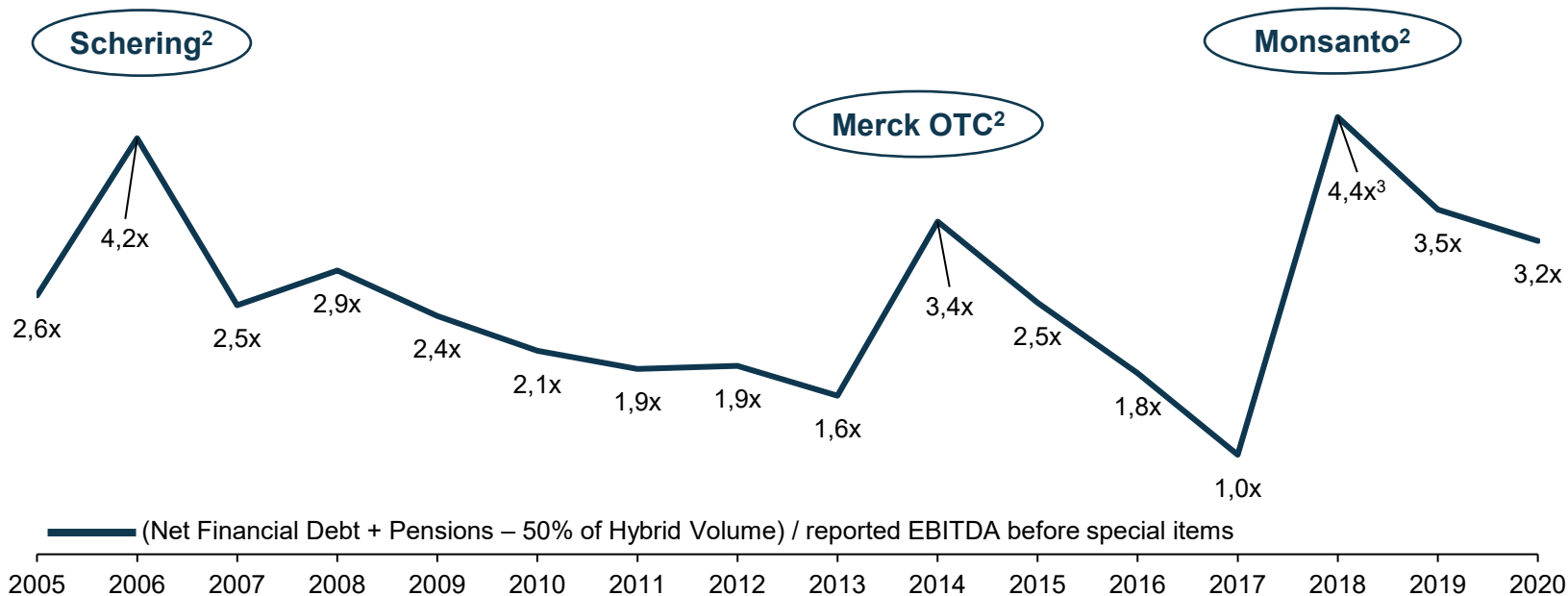
// Equity-linked instruments

**Prudent debt management with excellent access to diverse sources of liquidity**



# ... and Remains Committed to Rating in Single A Target Category

## Development of Ratings and Leverage<sup>1</sup>



Proven track record of disciplined deleveraging

(Net Financial Debt + Pensions – 50% of Hybrid Volume) / reported EBITDA before special items

Agency	Long Term Rating over time						
S&P	A	BBB+	A-		BBB		
Moody's	A3				Baa1		
Fitch <sup>4</sup>	BBB+		A-		A	A-	BBB+

Agency	LT-Rating	Outlook	ST-Rating
S&P	BBB	Stable	A2
Moody's	Baa2	Negative	P2
Fitch	BBB+	Stable	F2

1 Figures as reported in the respective year's annual report without restatements

2 Ratios of years where closing of acquisition took place are not fully comparable as EBITDA before special items of acquired business is only considered for months after closing

3 Full year 2018 multiple results in 3.7x instead of 4.4x if based on 2018 unaudited pro forma EBITDA of combined business as shown on Capital Markets Day in December 2018

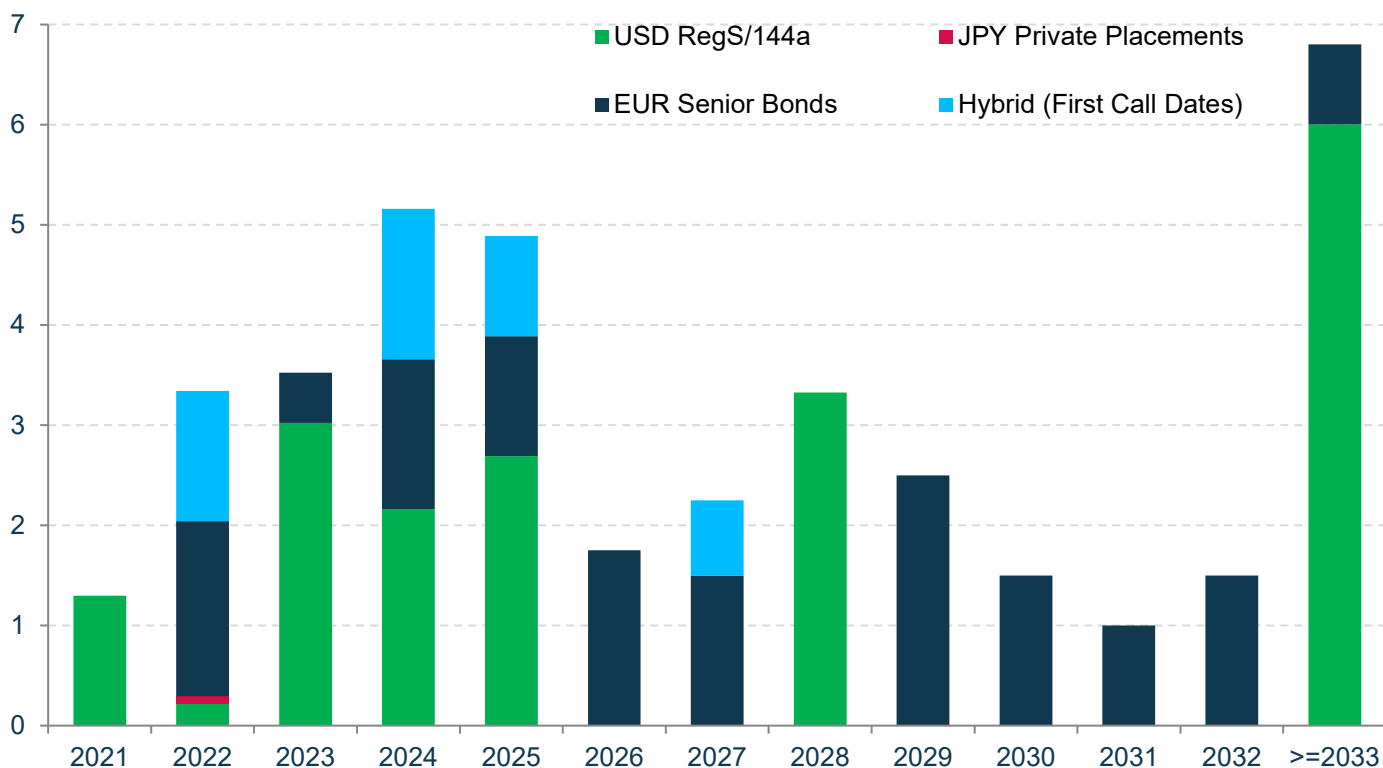
4 Solicited since 2018



# Bayer's Maturity Profile is Well Balanced

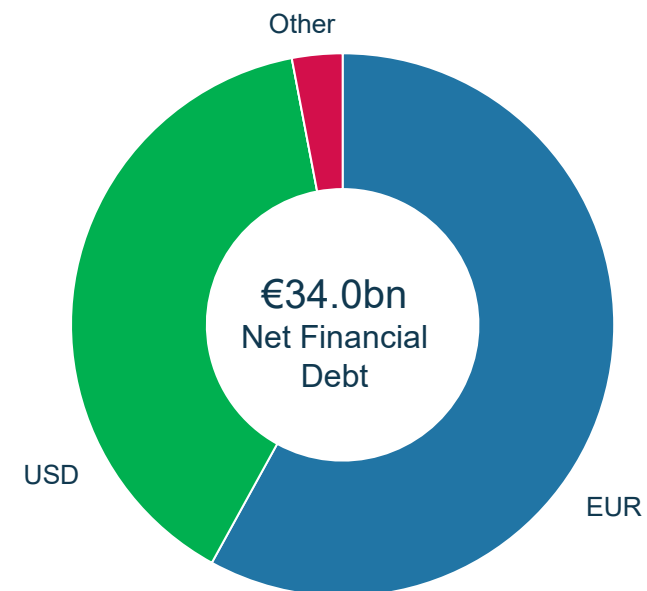
## Bond and Loan Maturity Profile (€bn)

as of September 30, 2021<sup>1</sup>



## Currency Exposure incl. Derivatives

as of September 30, 2021<sup>2</sup>



<sup>1</sup> Converted at quarter-end FX rates EURUSD 1.16 and EURJPY 130; not included: \$3.8bn USD term loan (repaid in January 2021), €0.75bn EUR bond (repaid in January 2021), ¥10bn JPY bond (repaid in May 2021) and \$3.0bn USD bonds (repaid in May, June and July 2021)

<sup>2</sup> Based on quarter-end FX rates



# Overview of Bayer's Funding Structure

## Net Financial Debt<sup>1</sup>

	Dec. 31, 2019	Dec. 31, 2020	Sept. 30, 2021
	€ million	€ million	€ million
Bonds and notes / promissory notes	33,569	36,745	38,505
of which hybrid bonds <sup>2</sup>	4,528	4,532	4,536
Liabilities to banks <sup>3</sup>	4,062	3,671	508
Lease Liabilities	1,251	1,137	1,144
Liabilities from derivatives <sup>4</sup>	123	136	72
Other financial liabilities	89	77	1,537
Receivables from derivatives <sup>4</sup>	(76)	(141)	(139)
<b>Financial debt</b>	<b>39,018</b>	<b>41,625</b>	<b>41,627</b>
Cash and cash equivalents	(3,185)	(4,191)	(4,316)
Current financial assets <sup>5</sup>	(1,765)	(7,393)	(3,330)
<b>Net financial debt</b>	<b>34,068</b>	<b>30,041</b>	<b>33,981</b>

1 For definition see Annual Report 2020, A 2.3 "Alternative Performance Measures Used by the Bayer Group."

2 Classified as debt according to IFRS

3 Including both financial and nonfinancial liabilities

4 Including the market values of interest-rate and currency hedges of recorded transactions

5 Including short-term receivables with maturities between 3 and 12 months outstanding from banks and other companies, financial investments in debt and equity instruments that were recorded as current on first-time recognition

## Nominal Volume of Major Instruments (bn)

as of September 30, 2021

1

Senior EUR Bonds	€15.5
Senior USD Bonds	\$21.7
JPY Private Placements	¥10.0
Hybrid EUR Bonds	€4.6

2

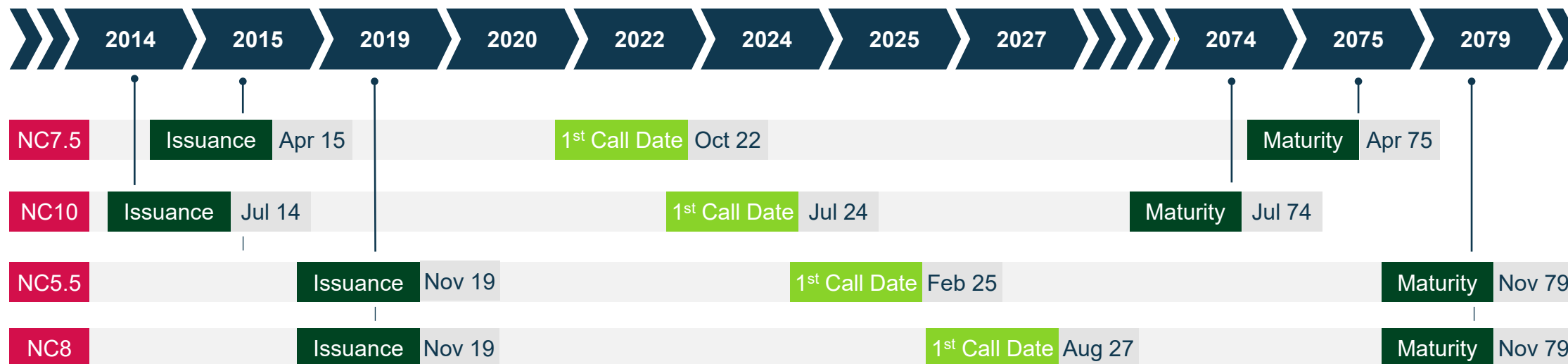
### Other Sources of Liquidity

Syndicated Loan Facility	€4.5
Commercial Paper Program	\$8.0





## 2 Hybrid Bonds at Bayer



Hybrid Bond	Coupon ( in%)	Outstanding Volume (in bn €)	Initial Credit Spread	1st Step-Up	2nd Step-Up
NC7.5	2.375	1.3	200.7 bps spread + 5Y Swap <sup>1</sup>	+25 bps/Oct 27	+75 bps/Oct 42
NC10	3.75	1.5	230 bps spread + 5Y Swap <sup>1</sup>	+25 bps/Jul 24	+75 bps/Jul 44
NC5.5	2.375	1	264.7 bps spread + 5Y Swap <sup>1</sup>	+25 bps/May 30	+75 bps/May 45
NC8	3.125	0.75	310.8 bps spread + 5Y Swap <sup>1</sup>	+25 bps/Nov 32	+75 bps/Nov 47

<sup>1</sup> Swap is reset every fifth year starting with the first reset date





### 3 Other Sources of Liquidity

#### Syndicated Loan Facility

The multicurrency Syndicated Loan Facility can be used for general corporate purposes and is primarily a back-up line. Thus, it is not intended to be drawn in the course of ordinary business. The participating banks form Bayer's global banking group. Last renewed in December 2018, the credit facility was self-arranged.

Borrower	// Bayer AG, Germany // Bayer Corporation, USA
Total Amount	€4.5bn, thereof €1.5bn/\$1.5bn Swingline
Signing	December 2018, amended with an ESG feature in July 2021
Initial Tenor	5Y + two 1Y extension options (second extension option also used)
Syndicate Size	23 Banks
Purpose	General Corporate Purposes

#### Commercial Paper Program

Commercial Paper (CP) is a short-term unsecured debt instrument. CP are normally issued at a discount and redeemed at nominal value. The term of CP generally lies between 1 and 364 days. Bayer's CP program allows the company to issue in both the U.S. market (USCP) and the Euro market (ECP). It is structured as a SEC regulation's section 4(a)(2) program so that there are no restrictions related to the use of proceeds.

Issuer	// Bayer AG, Germany // Bayer Corporation, USA
Guarantor	Bayer AG
Total Amount	\$8bn or equivalent
Dealer	// <u>ECP</u> : Barclays, Bayerische Landesbank, Citigroup, Goldman Sachs, ING // <u>USCP</u> : Barclays, Bank of New York Mellon, Citigroup, J.P. Morgan, Wells Fargo
Issue and Paying Agent	// <u>ECP</u> : The Bank of New York Mellon // <u>USCP</u> : The Bank of New York Mellon



# Upcoming Events 2021

Date	Event/ Publication
Tuesday, November 9, 2021	Q3 2021 Quarterly Statement
Tuesday, March 1, 2022	2021 Annual Report
Friday, April 29, 2022	Annual Stockholders' Meeting 2022
Tuesday, May 10, 2022	Q1 2022 Quarterly Statement

Please note that the event calendar might be subject to changes



# Contacts at Bayer

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