

## **Counter motions and Proposals for Election for the Annual Stockholders' Meeting 2021 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/gegenantraege-wahlvorschlaege-hv2021>.

We designate with capital letters those counter motions and election proposals 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-motion of Coordination gegen Bayer-Gefahren e.V.**  
Postfach 150418, D-40081 Düsseldorf,  
dated April 08, 2021

### **Counter-motion for the BAYER Annual Stockholders' Meeting on April 27, 2021**

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 counter-motion.

#### **Counter-motion to Agenda Item 2:**

##### **The actions of the members of the Board of Management shall not be ratified**

For six years now, there has been a simmering legal conflict in connection with the risks and side effects of the herbicide glyphosate, which BAYER markets under the product name ROUNDUP. The company still has not been able to present a solution acceptable to all parties.

Meanwhile, more and more of those affected are dying without having received even minimal compensation from BAYER. The Board of Management bears responsibility for this. The actions of its members therefore must not be ratified.

The first lawsuit by a glyphosate claimant was filed in 2015. The first trial began immediately after BAYER's acquisition of MONSANTO in June 2018. Two further proceedings followed, while more and more actions were brought by people attributing their lymph node cancer to the herbicide. Some 125,000 claims have been made to date. In the summer of 2019, the presiding judge Vince Chhabria suggested a compromise. He scheduled settlement talks and expressed his willingness to refrain from scheduling new trial dates in connection with "glyphosate" until these talks had been concluded.

This process has been ongoing for nearly two years now and BAYER still has not presented any viable proposals. That's because the company is trying to square the circle. It wants to continue making a profit by selling the product and thus further expose people to health risks while at the same time protecting itself as well as possible from future lawsuits.

Accordingly, BAYER in June 2020 presented a "solution" according to which a committee of researchers – a "Class Science Panel" – would determine whether glyphosate actually causes cancer and whether claims for damages are justified. "This decision would therefore be made by competent scientists rather than jury trials," the company explained.

However, Vince Chhabria did not accept such an extralegal procedure. He questioned "whether it would be constitutional (or otherwise lawful) to delegate the function of deciding the general causation question (that is, whether and at what dose ROUNDUP is capable of causing cancer) from judges and juries to a panel of scientists."

BAYER therefore had to try again, but once again the result was unconvincing. The company merely increased the fund for future compensation payments and reduced the authority of

the “Class Science Panels” somewhat. Understandably, this wasn’t sufficient to allay the legal concerns. For example, the organization “National Trial Lawyers” sharply criticized the new proposal: “This type of settlement would also provide an untenable template for other corporate tortfeasors to avoid appropriate liability and consequences for their conduct.”

In the opinion of the COORDINATION AGAINST BAYER Dangers (CBG), the company cannot conclude the “glyphosate” litigations legally without also concluding them economically. The Coalition therefore demands an immediate cessation of product sales. As the Board of Management steadfastly refuses to do so, the actions of its members must not be ratified.

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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## **Counter-motion of Coordination gegen Bayer-Gefahren e.V.**

Postfach 150418, D-40081 Düsseldorf,

dated April 08, 2021

### **Counter-motion for the BAYER Annual Stockholders' Meeting on April 27, 2021**

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 counter-motion.

#### **Counter-motion to Agenda Item 3:**

##### **The actions of the members of the Supervisory Board shall not be ratified**

BAYER has withheld billions in taxes from the public sector through creative accounting. The Supervisory Board provided cover for this practice. The actions of its members therefore must not be ratified.

According to a new study by the Greens in the European Parliament, the company is neglecting its tax obligations to a considerable extent. Between 2010 and 2019 alone, the company saved some three billion euros through clever tax measures. Of 488 BAYER Group companies (as of 2019), 66 are domiciled in tax havens such as Panama, Cyprus, Luxembourg, Ireland, the Netherlands or the U.S. state of Delaware. With the help of these subsidiaries, the global player is implementing what current BAYER CEO Werner Baumann once called "a modified regional earnings distribution" during his time as Chief Financial Officer.

BAYER uses the Netherlands, which the TAX JUSTICE NETWORK ranks fourth on its list of the most egregious tax havens, as a preferable domicile for these activities. For example, BAYER WORLD INVESTMENTS B. V. (BWI), based in Mijdrecht, loans other subsidiaries money for capital expenditures. The subsidiaries then deduct these costs from taxes, while BWI reports the interest payments as revenues; thanks to Dutch law, this reduces income only minimally.

The company also maintains locations in German tax havens. In 2012, it relocated its Patent department from Leverkusen to Monheim. In so doing, BAYER unleashed an unprecedented race to the bottom among the municipalities of North Rhine-Westphalia, to which Leverkusen as the site of BAYER Group headquarters ultimately also had to submit. In fireside chats, BAYER made a deal with the city government officials: parts of the company would return to Leverkusen in return for a reduction in the business tax rate. The surrounding municipalities reacted with outrage. "If we all did this, we'd have even lower tax revenues in NRW and thus undermine our entire system," said Burscheid Mayor Stefan Caplan, for example. In July 2019, 21 cities signed the "Zons Declaration," which states, among other things: "It is alarming that it could soon become standard practice in Germany for major companies to save on taxes by shifting taxable income within the company or establishing letterbox companies."

Yet that's not all: BAYER's attorneys designed a corporate structure that noticeably reduces the tax burden. When the Group abandoned its holding structure in 2015, it didn't merge its

pharmaceutical and agriculture divisions into one entity, but rather tied these sections to BAYER AG by way of business leasing contracts. The business attorney portal *JUVE* described this as “a system that proved the best solution due partly to the tax framework conditions.”

The Supervisory Board has supported this business policy. The actions of its members therefore must not be ratified. Pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG), we request that this counter-motion and its statement of grounds be published.

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

[REDACTED]

From: [REDACTED]  
Sent: Thursday, April 8, 2021 6:26 p.m.  
To: HV\_Gegenantraege  
Re: Countermotion for the Annual Stockholders' Meeting on April 27, 2021

Stockholders can transmit countermotions and election proposals for agenda items to the Company prior to the Annual Stockholders' Meeting.

**Bayer Aktiengesellschaft**  
**Building Q26 (Legal Department)**  
**Kaiser-Wilhelm-Allee 20**  
**51373 Leverkusen**  
**Fax: + 49 214 30-26786**  
**Email address: [hv.gegenantraege@bayer.com](mailto:hv.gegenantraege@bayer.com)**

### **Countermotion for the BAYER Annual Stockholders' Meeting on April 27, 2021**

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

#### **Countermotion to Agenda Item 2:**

##### **The actions of the members of the Board of Management shall not be ratified**

BAYER AG completed the acquisition of the U.S. company MONSANTO in 2018. The acquisition was undertaken by those responsible in such an amateurish way that significant shareholder value was destroyed.

Germany has been undergoing a transformation for a number of years now – away from being an innovative industrial nation and toward an energy and agriculture transformation. It is becoming evident that following the parliamentary elections in 2021, a coalition between the Greens and the CDU will complete the ecological energy and agriculture transformation. For BAYER AG, this means that all production units that are incompatible with the ecological energy and agriculture transformation will be stifled through the introduction of new legislation and regulations, and ultimately “bullied” out of Germany.

It is generally known that the United States, China and Japan are ahead of the curve when it comes to innovation.

The Board of Management of BAYER AG should have reacted to this development a long time ago. The company's Board of Management has a duty to successively transfer to the United States the development and production units that are not compatible with the ecological energy and agriculture transformation. The failure of the Board of Management to act is making this crisis worse for the company. On November 3, 2020, BAYER AG reported billions in losses. As such, the agriculture and pharmaceuticals group failed to meet even the recently downgraded expectations of analysts. The fact is that a company only has value if it can generate profits from its sales.

It is astonishing and absolutely incomprehensible that major stockholders of BAYER AG, who actually bear a responsibility toward their own shareholders and should insist on value creation, are idly observing this negative development.

Linde plc has demonstrated that it is possible to successfully conclude a merger. Linde plc is a stock-market-listed group headquartered in Dublin, Ireland, and operationally based in Guildford, United Kingdom. It was established in 2018 through a merger between the German company Linde AG and a U.S. American competitor Praxair. Since this merger, the price of the company's shares has developed extraordinarily positively thanks to very competent management, which the stockholders are very pleased about.

Notification of this countermotion and the reasons for it are requested pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

Thank you. Sincerely,

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Countermotion of Coordination gegen Bayer-Gefahren e.V.  
Postfach 150418, D-40081 Düsseldorf,  
dated April 09, 2021

**Countermotion  
for the BAYER Annual Stockholders' Meeting on April 27, 2021**

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 Agenda Item 5:  
The compensation of the Supervisory Board shall not be increased by around 19 percent**

An increase of approximately 19 percent in the compensation of the members of the Supervisory Board is completely inappropriate. We therefore call for the corresponding motion to be rejected.

According to the proposals by the Board of Management and the Supervisory Board, the Chairman of the Supervisory Board of BAYER in the future shall receive fixed compensation of EUR 480,000, while his or her deputy shall receive EUR 320,000. An ordinary member of the Supervisory Board can thus earn annual compensation of up to EUR 360,000, which does not even include the attendance fee of EUR 1,500 per meeting.

Such amounts cannot be justified to the working population in general and BAYER's employees in particular.

There is already a quite substantial gap between managerial salaries and those of the workers at BAYER. According to a survey by the "Hans Böckler Foundation," the Chairman of the Board of Management earned 58 times more than the average employee in 2017. Top managers earned 41 times more and members of the Board of Management 24 times more.

The Association of Ethical Shareholders Germany criticized this gap already at the 2009 Annual Stockholders' Meeting and asked those responsible whether they would be prepared to reduce the gap to a factor of 20. Even that was unacceptable to the company. The then Supervisory Board Chairman Manfred Schneider argued against such "statistical limits."

In the view of the Coordination Against BAYER Dangers (CBG), a much more drastic adjustment would be required to prevent the division in society from becoming even greater. Furthermore, compensation increases for supervisory board members should be based on the most recent collective bargaining agreement for the chemical industry. The current agreement foresees a 1.3 percent increase for the nine months after July 1, 2021.

However, the Board of Management and the Supervisory Board did not use such parameters as a guide for drawing up their proposal and failed to take into account the already wide gap in compensation within the company. They merely "discussed the issue with investors



representative for BAYER and received positive feedback from them in this connection.”  
However, that cannot be a criterion. The motion must therefore be rejected.

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]

██████████ · ██████████ · ██████████  
Bayer Aktiengesellschaft  
Building Q 26 (Legal Department)  
Kaiser-Wilhelm-Allee 20 51373 Leverkusen

**Countermotion for the  
Annual Stockholders' Meeting of the BAYER Group on April 27, 2021**

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

BAYER's business operations damage the environment. The Supervisory Board has failed to address this. The actions of its members therefore must not be ratified.

BAYER massively endangered the climate in 2020. The company emitted 3.58 million metric tons of the greenhouse gas carbon dioxide because it mainly uses fossil fuels such as gas and coal to generate power while almost entirely neglecting wind energy and other sources.

Although BAYER aims to become climate-neutral by 2030, the company mainly plans to achieve this target not through a CO2 reduction program, changes in the energy mix and/or the retrofitting of production facilities, but rather through "compensation." Projects such as reforestation are designed to achieve 58 percent of the improvement in the carbon dioxide balance. However, if what the news magazine Der Spiegel describes as "the selling of green indulgences" has any effect at all, it will not materialize until decades from now. That isn't of much use to people who are already suffering from the effects of climate change, such as storms, drought or water scarcity.

Yet that's not all: the agrochemical giant also plans to add its notorious product glyphosate to the equation based on the scientifically extremely controversial theory that this substance has a healing effect on the climate because it enables farmers to reduce plowing and thus the release of carbon dioxide.

In addition to CO2, the company's smokestacks also emit numerous other substances that are anything but harmless. In fiscal 2020, for example, BAYER emitted 4,160 metric tons of nitrous oxides, 2,290 tons of particulate matter, 1,320 tons of sulfur oxides and 1,160 tons of carbon monoxide.

BAYER released 151,000 metric tons of inorganic salts, 480 tons of nitrogen, 380 tons of phosphorous and 2.6 tons of heavy metals into water. What's more the company consumed an enormous amount (57 million cubic meters) of water. To make matters worse, three million cubic meters of this total came from areas impacted by water scarcity.

Much of the environmental burden is attributable to glyphosate. The mining of the glyphosate precursor phosphorite alone has massive negative consequences. For example, the processes used by BAYER's mining company P4 PRODUCTIONS to extract this sedimentary rock release toxic substances such as selenium, arsenic, uranium, radium and radon. The indigenous peoples who live near the mines suffer especially from the health-damaging effects of these substances, which is why they, together with the U.S. Environmental Protection Agency, have taken action against P4 PRODUCTIONS and had success in this endeavor. The company was forced to conclude a settlement involving the payment of a large sum for compensatory damages and pledge to undertake remediation work.

The phosphorous production itself at the Soda Springs site near the phosphorite mines results in immense CO2 emissions because it requires enormous amounts of energy. This is because the special furnace needs to be heated to an operating temperature of 1,500 degrees in order for the phosphorite to release phosphorous. Furthermore, the entire production process causes large amounts of chemicals – 2,670 metric tons in 2019 according to the EPA – to be released into the environment. And the figure associated with the actual glyphosate production in Luling is even greater, at 8,300 tons. What's more, plant safety at both Luling and Soda Springs leaves much to be desired. An incident in Luling resulted in the release of sodium hydroxide, while an accident in Soda Springs led to a phosphorous leak.

BAYER's environmental record in 2020 was thus disastrous. The Supervisory Board is partly responsible for this. 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 counter-motion and its statement of grounds be published.

Sincerely,

A solid black rectangular box redacting the signature of the author.

██████████ April 12, 2021

██████████ • ██████████  
Bayer Aktiengesellschaft  
Building Q 26 (Legal Department)  
Kaiser-Wilhelm-Allee 20  
51373 Leverkusen, Germany

**Countermotion for the  
Annual Stockholders' Meeting of the BAYER Group on April 27, 2021**

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**

BAYER last year once again sold numerous especially hazardous pesticides in Southern-Hemisphere countries that are not registered in Germany or which have lost their registration due to their harmfulness. In this connection, BAYER applies a double standard and benefits in particular from weaker statutory requirements in those countries. The development organizations INKOTA and MISEREOR took a closer look at this practice together with local partner organizations in two countries: South Africa and Brazil ("Hazardous pesticides from Bayer and BASF – a global trade with double standards," Aachen/Berlin, April 2020). They found that BAYER sells seven pesticides in South Africa that are not approved in the E.U. The German pesticide action network PAN rates five of these as especially hazardous. The E.U. has even proactively withdrawn approval for three of them - carbofuran, propineb and thiodicarb. In Brazil, BAYER markets twelve pesticides that are not approved in the E.U., five of which have had their registration withdrawn by the E.U. BAYER has since taken action as regards only one of the pesticide active substances mentioned in the study (carbendazim).

This marketing practice is especially problematic in the case of Brazil because that country is one of the world's leading producers of agricultural products. Between 2000 and 2018, pesticide use in Brazil increased from 162,000 to 549,000 metric tons. Farmers, residents and consumers have far less protection against the effects of this widespread use than people in Europe. As a result, there were 7,200 cases of pesticide poisoning in 2017; the unofficial number is likely to be much higher.

I therefore expect BAYER to make a clear pledge to only market products that are registered in Germany. In the absence of such a pledge, the Board of Management is not fulfilling its responsibility and 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 counter-motion and its statement of grounds be published.

Yours sincerely,

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## Counter-motion by the Association of Ethical Shareholders Germany for the Annual Stockholders' Meeting of Bayer AG on April 27, 2021

### With regard to Agenda Item 2: Ratification of the actions of the members of the Board of Management

The Association of Ethical Shareholders Germany moves that the actions of the members of the Board of Management not be ratified.

#### Reason:

The Board of Management of Bayer AG is not sufficiently fulfilling its responsibility to implement more effective climate protection measures and transparently comply with duty of care responsibilities with regard to human rights.

#### **Climate protection challenges postponed for 10 years**

It is commendable that Bayer has finally presented a plan for reducing its own direct greenhouse gas emissions (Scope 1 and 2) that appears to be compatible with the 1.5 degree goal of the Paris Climate Agreement. Yet Bayer itself acknowledges that 88 percent of climate-damaging emissions result from its own value chain (Scope 3). In 2020, the figure totaled nearly nine million metric tons of CO<sub>2</sub> equivalents. Although Bayer is targeting a goal of net zero emissions overall by 2050, it intends for Scope 3 emissions to be reduced only by a shockingly low 12.3 percent by 2030. Bayer is thus postponing its own responsibility to take action and face this challenge until the 2030s and 2040s. It remains unclear what exact steps Bayer intends to take to achieve a climate-neutral carbon footprint by 2050.

#### **Hardly any real CO<sub>2</sub> reduction**

However, to ensure effective climate protection and in view of further increasing CO<sub>2</sub> emissions worldwide, it is important that these emissions be drastically reduced already this decade. Yet Bayer is hardly making any progress with actual CO<sub>2</sub> reduction, and that applies above all to its own emissions (Scope 1 and 2), which hardly declined at all between 2019 and 2020. Indeed, specific greenhouse gas emissions even rose slightly to 86.55 kg CO<sub>2</sub>e / € thousand external sales.

#### **Child labor, impermissible overtime and no minimum wage: room for improvement in supply chain monitoring**

Out of a total of 701 audits of its suppliers undertaken on Bayer's behalf in 2020 as part of a human rights risk analysis, only just over half showed better results. Bayer at least is now somewhat more transparent concerning its own duty of care responsibilities with regard to human rights and summarizes some of the critical results of audits carried out on its suppliers. According to this summary, violations of applicable worktime regulations and statutory minimum wages were identified in 2020, and 14 cases of child labor among seed producers in India were also uncovered. It is good that Bayer claims to not only want to end child labor cases but also continues to actively implement measures together with those affected and create incentives for suppliers to comply with the ban on child labor.

Yet Bayer itself does not seem to trust its own risk analyses it has employed so far to fully register these and other serious human rights violations. The company therefore commissioned an external audit of its own human rights risks. However, the results of that audit do not yet seem to be available. Bayer would be well served to revise its own risk analyses; after all, beginning in 2023 the company will also have to satisfy the requirements of the supply chain law passed by the German cabinet. Bayer could face fines or even exclusion from the awarding of public contracts should the company prove inadequately capable of identifying and proactively reducing human rights violations in its own supply chains.

### **Double standards as regards the sale of pesticides**

Bayer markets very dangerous pesticides in Southern Hemisphere countries that are not approved in the E.U. The fact that nearly all deaths resulting from pesticide poisoning occur in Africa, Asia and Latin America is partly due to Bayer's acceptance of lower health protection standards. Bayer must finally introduce uniform global health protection standards and remove highly dangerous pesticides from its global product range of its own volition.

Even as regards pesticides that are not considered highly dangerous, Bayer must urgently undertake greater efforts to ensure that such products are correctly used in practice. Plantation workers and farmers often use pesticides without the necessary training activities, precautionary measures and protective clothing, and thus needlessly jeopardize their health.

Countermotion of Coordination gegen Bayer-Gefahren e.V.  
Postfach 150418, D-40081 Düsseldorf,  
dated April 12, 2021

### Countermotion for the BAYER Annual Stockholders' Meeting on April 27, 2021

We hereby announce that we object to the proposals of the Board of Management and the Supervisory Board with regard to Item 1 of the Agenda and intend to call on the stockholders to vote for the following countermotion.

#### **A** Countermotion to Item 1: Use of the distributable profit

We propose that the dividend be reduced to €0.10 per share. The freed-up monies should be used as follows:

- > for the preservation and creation of safe and environmentally friendly jobs and for the payment of socially just wages;
- > for a fund to adequately compensate damages that have occurred to people, animals and the environment as a result of the company's business activities;
- > for the comprehensive economic, ecological and social reorganization of the enterprise;
- > for the payment of reparations to those injured by the MONSANTO product AGENT ORANGE.
- > for the payment of reparations to people whose health has been damaged through the use of the BAYER/MONSANTO product ROUNDUP.

We would like to state that we would certainly be willing to request that no dividend be paid at all in order to fund the aforementioned efforts if this were legally possible. Unfortunately, this is not the case.

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]

**Bayer Aktiengesellschaft Building Q 26 (Legal Department) Kaiser-Wilhelm-Allee 20 51373  
Leverkusen, Germany**

Monday, April 12, 2021

**Counter-motion for the BAYER Annual Stockholders' Meeting on April 27, 2021**

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 counter-motion.

**Counter-motion to Agenda Item 3:  
Ratification of the actions of the members of the Supervisory Board**

In MONSANTO, BAYER acquired a company in 2018 that - like BAYER - has a history of chemical warfare production. That includes the defoliant "Agent Orange." MONSANTO began negotiating with the Pentagon's "Chemical Warfare Service" in 1950 with regard to military use of this substance; ultimately, the defoliant was used during the Vietnam War.

Production was stepped up to serve significant demand from the "U.S. Chemical Corps." That resulted in production errors, as the Agent Orange active ingredient 2,4,5-T was contaminated with dioxin. The substance's already immense toxicity was further multiplied. By contrast with the substances produced for civilian use, the military purpose of Agent Orange was to defoliate the jungle so that enemy Vietcong fighters could be spotted. One quarter of the area of South Vietnam was sprayed with the substance during the war, including 3,181 villages. The fourth generation of Vietnamese are now dealing with the long-term health effects of the chemical's use. To this day, much of the soil in Vietnam is contaminated with Agent Orange.

Through the acquisition of MONSANTO, BAYER now bears responsibility for the war crimes perpetrated by that company. Yet BAYER's responsibility isn't limited to MONSANTO's activities.

BAYER also produced the Agent Orange active ingredient 2,4,5-T. During the Vietnam War, BAYER produced 700 to 800 tons of this substance each year and sold some of this volume to the French company PROGIL. That company then processed the substance to produce Agent Orange and supplied the herbicide to Asia. Furthermore, MOBAY - a joint venture operated for many years by the Leverkusen-based multinational company and MONSANTO - is strongly suspected of also having maintained activities "in the 2,4,5-T segment," which the pharmaceuticals giant has never denied. BAYER experts were also on hand in Vietnam to advise the U.S. Army. Disguised as medical assistants, they supported the U.S. planning office

[REDACTED]

for the deployment of biological and chemical weapons in Saigon.

Vietnamese citizens so far have not received compensation for the massive health problems they have suffered as a result. Due to the use of Agent Orange, some four million Vietnamese citizens have been impacted with health problems ranging from blood disorders to chloracne, heart defects, defects such as cleft lips/palates, immune deficiencies and various types of cancer. To date they have not received any compensation from producers of the herbicide, and corresponding lawsuits have been rejected by U.S. courts. Only with U.S. soldiers whose health was ruined through friendly fire with Agent Orange and similar substances did MONSANTO reach an out-of-court settlement involving the establishment of a fund totaling US\$180 million. It goes without saying that this settlement did not include an admission of guilt.

[REDACTED], who first came into contact with the chemical in 1966, is currently taking legal action in Paris as regards Agent Orange. Now 78 years old suffers from a blood disorder, chloracne and a heart defect. Her first child died at the age of 17 months, and her grandchild also shows signs of exposure to Agent Orange. BAYER is employing all available legal means to fight [REDACTED]'s claims. The company's attorneys pleaded "not guilty" at the hearing in Evry near Paris. BAYER's argument: it was solely the U.S. Government that decided "when, where and how the substance was used six decades ago." BAYER's legal representative Jean-Daniel Bretzner even raised doubts about the responsibility of the court.

The Supervisory Board refuses to admit that the BAYER Group and its subsidiary MONSANTO bear responsibility for producing and very profitably selling chemicals that have caused [REDACTED] and millions of other Vietnamese citizens to suffer from considerable health problems and even death. The actions of its members therefore must not be ratified.

I request notification of this countermotion and the reasons for it pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG).

Yours sincerely,

[REDACTED]  
Member of the Executive Committee of the Coordination against BAYER-Dangers (CBG)

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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Counter-motion of Coordination gegen Bayer-Gefahren e.V.

Postfach 150418, D-40081 Düsseldorf,

dated April 12, 2021

Counter-motion for the BAYER Annual Stockholders' Meeting on April 27, 2021

We hereby announce that we object to the proposals of the Board of Management and 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

We hereby propose that the following candidates be elected as members of the Supervisory Board with effect from the end of the ordinary Annual Stockholders' Meeting 2021:

**B** a) [REDACTED], educator  
Honorary member of the Executive Committee of the Coordination against BAYER-Dangers

**C** b) [REDACTED], Dipl. Ing.  
Honorary member of the Executive Committee of the Coordination against BAYER-Dangers

These memberships are proposed for the period through the end of the Annual Stockholders' Meeting that will resolve on the ratification of their actions for the fiscal year 2024.

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

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

[REDACTED]