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- Coordinadora contra los peligros de la BAYER - Coalition against BAYER-Dangers - Coordination contre les méfaits de BAYER -

Coordination gegen BAYER-Gefahren e.V.

Für Umweltschutz und sichere Arbeitsplätze bei BAYER weltweit!

Coordination gegen BAYER-Gefahren e.V. * Postfach 15 04 18 * D-40081 Düsseldorf

Bayer Aktiengesellschaft
Gebäude Q 26 (Rechtsabteilung)
Kaiser-Wilhelm-Allee
51368 Leverkusen

April 21, 2009

Annual Stockholders' Meeting on May 12, 2009

We hereby notify you that we will oppose the proposals of the Board of Management and the Supervisory Board as regards Item 5 of the Agenda, and will induce the other stockholders to vote in favor of the following counter motions [*sic*].

Counter motion to Item 5: The conversion of bearer shares to registered shares is rejected

Reasoning:

Holders of registered shares are not able to have third parties represent them anonymously at stockholders' meetings since they must reserve their admission tickets directly through the relevant stock corporation. Holders of bearer shares, by contrast, can reserve their admission tickets through their custodian banks, and, since these tickets are already issued in the name of a proxy, the identity of the represented stockholder remains concealed from the stock corporation. The intended conversion will make it possible for the company to know in all cases which stockholder appointed which representative.

If a stockholder chooses to be represented by an alliance of stockholders that submits a counter motion to the stockholders' meeting, Bayer will know in the future that the stockholder in question is having his or her vote cast in favor of the counter motion and thus against the proposal of the Board of Management and Supervisory Board.

This would make it quite easy for Bayer to see in the future how votes are cast, thus undermining the democratic principle of a secret ballot. Stockholders could suffer negative consequences as a result, if, in addition to their capacity as stockholders, they maintain other legal relationships with Bayer. This pertains to customers and business partners, but especially to employees.

Employee stockholders who instruct their proxies to vote against the proposals of the Board of Management and Supervisory Board at a stockholders' meeting have a vested interest in keeping this information secret from their employer. It is imperative that employee stockholders continue to be able to exercise their stockholder rights in full without fear of retribution at work.

There is also the risk that BAYER will use the data for promotional purposes.

Furthermore, the conversion would result in a substantial increase in the administrative expenses of stockholders who do not wish to vote as the Board of Management would like them to vote and of stockholder groups who take a critical stance.

The conversion should be rejected for the reasons mentioned. We request notification of this counter-motion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

On behalf of the Executive Committee of the Coalition against BAYER Dangers,

Signed

Philipp Mimkes

Beirat

Prof. Jürgen Junginger, Designer, Krefeld
Eva Bulling-Schröter, MdB, Berlin
Prof. Dr. Jürgen Rochlitz, Chemiker, eh. MdB
Prof. Dr. Anton Schneider, Baubiologe
Dr. Sigrid Müller, Pharmakologin, Bremen

Wolfram Esche, Rechtsanwalt, Köln
Dorothee Sölle, Theologin, Hamburg († 2003)
Dr. Janis Schmelzer, Historiker, Berlin
Dr. Erika Abczynski, Kinderärztin, Dormagen

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Bayer



Board of Management

Bayer AG
D-51368 Leverkusen

Statement by the Board of Management Regarding the Counter-motion of CBG e.V.

27 April 2009

Regarding Item 5 of the Agenda, CBG e.V. wishes to move at the Annual Stockholders' Meeting that the stockholders vote against management's proposal.

Board of Management:
Werner Wenning,
Chairman

Klaus Kühn
Wolfgang Plischke
Richard Pott

Registered shares are prevalent and well established among German and international companies, including those with large numbers of stockholders. Conversion to registered shares has a number of advantages for the stockholders and the Company as discussed in the Notice of the Meeting. The concerns that CBG e.V. has voiced about the conversion in its counter-motion are unjustified:

Chairman of the
Supervisory Board:
Manfred Schneider

In its dealings with stockholders who maintain additional legal relationships with Bayer, particularly employees, Bayer will not be influenced by the way these parties vote at Bayer AG stockholders' meetings. Moreover, holders of registered shares may remain anonymous if they so desire. If a stockholder does not consent to his or her name being entered in the share register, the respective custodian bank will be requested to enter its name instead. In this event the custodian bank takes the place of the stockholder as far as the company is concerned, and the Company cannot determine the stockholder's identity.

Registered office:
Leverkusen
Local court Cologne

HRB 48248

The use of information contained in the share register is subject to strict data privacy laws. The Company may only make unlimited use of the register information for the purpose of performing its duties toward the stockholders, and the information may only be used for promotional purposes if the stockholder does not object. Stockholders are required to be notified of their right to object to such use. Stockholders will not incur costs or any other outlay as a result of the conversion to registered shares.

The Board of Management believes that the counter-motion is without merit and, therefore, is standing by its motion.

The Board of Management