

Bonn, April 22, 2009

Franz-Josef Hay  
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53111 Bonn

Bayer Aktiengesellschaft  
Gebäude Q 26 (Rechtsabteilung )  
Kaiser-Wilhelm-Allee  
51373 Leverkusen

## **Countermotion to the 2009 Annual Stockholders' Meeting of Bayer AG**

I propose to distribute the distributable profit of €1,070,080,515.00 as a dividend of €1.39 per share and to arrange for 1 cent for every share entitled to a dividend to be donated to

Don Bosco Jugend Dritte Welt e.V.  
Acct. 870 005  
Sparda Bank West  
BLZ 370 605 90

### Reasoning:

Entrepreneurial freedom and responsibility are tied together like conjoined twins. Of course we can give street children dying of thirst a glass of water without claiming a tax deduction.

My countermotion is in conformity with the Articles of Incorporation of Bayer AG and the German Stock Corporation Act (*Aktiengesetz*) (Appropriation to Third Parties §58(3)).

I will ask the stockholders to support my countermotion at the Annual Stockholders' Meeting.

Signed

Franz-Josef Hay