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

**Postfach 150418, D-40081 Düsseldorf,**

**dated February 27, 2020**

### **Counter-motion for the Annual Stockholders' Meeting of the BAYER Group on April 28, 2020**

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**

In 2018, BAYER completed the acquisition of the U.S. agrochemical company MONSANTO, thus also adding the broad spectrum herbicide Roundup to BAYER's product range. This pesticide and its active ingredient glyphosate have been subjected to massive criticism for some time now. For example, the World Health Organization (WHO) of the United Nations classifies glyphosate as "probably carcinogenic."

Even MONSANTO itself classifies this substance as hazardous to health. Internal documents from MONSANTO toxicologist Donna Farmer contain the sentence: "You cannot say that Roundup is not a carcinogen." Continues Farmer: "We have not done the necessary testing on the formulation to make that statement." With regard to the formulation, in other words the further processing of the base substance glyphosate to form the finished product ROUNDUP with the help of enhancers and other substances, her colleague William Heydens states: "Glyphosate is okay but the formulated product does the damage." For example, it has adverse effects on genetic material. When a study commissioned by the company in this regard did not provide sufficient exonerating evidence and even threatened to confirm the findings, Heydens simply suggested looking for other scientists.

The MONSANTO scientists also were already aware of the link between glyphosate and non-Hodgkin lymphoma. “The case-control study finds a 2.02 odds ratio (OR) for exposure (two times the chance of contracting the illness) to glyphosate,” it says in an internal email on this matter. Donna Farmer reacted to these findings with the words: “We have been aware of this paper for a while and knew it would only be a matter of time before the activists pick it up.”

The internal MONSANTO documents consequently feature prominently in the arguments by the plaintiffs’ attorneys in the U.S. glyphosate litigations. Several thousand cases are currently pending against BAYER. Werner Baumann, Chairman of the Board of Management of the BAYER Group, nonetheless remains loyally committed to glyphosate: “However, the number of lawsuits tells us nothing about their merits.” He makes it clear that he considers all the lawsuits to be without merit: “We remain convinced of the safety of glyphosate-based products, as do all the regulatory bodies worldwide.”

The company is now pursuing settlements in this matter. Such settlements are usually concluded “without admission of guilt” and therefore leave crucial questions concerning liability and responsibility for the affected parties’ suffering unaddressed. Furthermore, BAYER can continue to sell the carcinogenic product “Roundup” following the conclusion of the settlements. Future poisoning of people and the environment is therefore inevitable.

The Board of Management of the company has an obligation to discontinue the production of the carcinogenic product “Roundup” and to acknowledge the devastating effects it has. So far, however, the Board of Management has merely attempted to deny the deadly consequences that the use of glyphosate has for people and the environment. Due to the irresponsible actions of the Board of Management, 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 counter-motion and its statement of grounds be published.

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

- Jan Pehrke -

- Axel Köhler-Schnura –

**Countermotion of Coordination gegen Bayer-Gefahren e.V.**  
**Postfach 150418, D-40081 Düsseldorf,**  
**dated April 5, 2020**

**Countermotion for the BAYER Annual Stockholders' Meeting on April 28, 2020**

We hereby announce that we object to the proposals of 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:**

**Approval of the compensation system for the members of the Board of Management**

Under the new Shareholder Rights Directive, the compensation of the Board of Management must be approved by Annual Stockholders' Meeting. The proposal that the Supervisory Board has prepared and presented for approval regarding the compensation system contains serious shortcomings and thus cannot be approved by the Annual Stockholders' Meeting.

In the Supervisory Board's model calculations, the salaries of the members of the Board of Management are far too high. According to the fairness principle, their salaries should not be more than double the average wage paid at BAYER.

Furthermore, the Supervisory Board has chosen the wrong criteria for calculating compensation. They are based almost exclusively on economic parameters such as "share price," "capital market performance" or "return on investment." And the Supervisory Board even wants to intensify this approach, explaining in the Notice of the Annual Stockholders' Meeting 2020:

"We will (...) enhance the focus on profitability and liquidity as financial performance indicators." The fatal consequences of such an incentive system are evident through to the present time.

The acquisition of the MONSANTO Group together with its pesticide glyphosate, which the World Health Organization has classified as "probably carcinogenic," the marketing of other dangerous and toxic agricultural products, the commercialization of pharmaceuticals that are hazardous to health, the pollution of the environment – these are the side effects of the merciless pursuit of profit.

Although the Supervisory Board also ties compensation to ecological and social sustainability targets, it does so in a completely insufficient way. For example, the attainment of the sustainability targets makes up only 20 percent of the calculation of long-term cash compensation, which in turn only accounts for roughly 42 percent of overall compensation. Furthermore, the Supervisory Board does not define the sustainability targets in any detail despite there being specific parameters that could serve as indicators here, such as carbon dioxide emissions. "Social sustainability" also is not defined in any detail even though there are guidelines in this area as well, such as compliance with social and ecological standards throughout the supply chain, equal pay for both genders, and the avoidance of double standards when marketing pesticides and other products.

The compensation concept presented by the Supervisory Board is not suitable to encourage the Board of Management to act responsibly. It must therefore be rejected.

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**

- Jan Pehrke - -

- Axel Köhler-Schnura -