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Bayer Aktiengesellschaft
Building Q 26 (Legal Department)
Kaiser-Wilhelm-Allee
51368 Leverkusen

Annual Stockholders Meeting on April 29, 2014

I hereby give notice of my intention to oppose the motions of the Board of Management and the Supervisory Board with regard to Items 2 and 3 of the Agenda, and will attempt to persuade the other stockholders to vote in favor of the following counter motions.

Counter motion to Item 2: The actions of the members of the Board of Management are not ratified
The BAYER Group markets a number of hazardous pharmaceutical products. The Board of Management is responsible for this marketing and its actions must therefore not be ratified. A selection of current problem areas is described below.

Medications only for the rich

Marjin Dekkers, the Chairman of the BAYER Board of Management, made the following statement in December on the occasion of the launch of the cancer drug NEXAVAR: "To be honest, we did not develop this drug for the Indian market. We developed it for patients in the West, who can afford it."

Mr. Dekkers's statement offers a revealing and simultaneously frightening glimpse into the inner life of the drug industry. The development of new drugs is not driven by medical necessity but exclusively by profit. For BAYER it isn't a question of how many people will benefit from a new drug. Instead, its research and marketing policies are deliberately designed to earn the highest prices, regardless of how many people are thereby denied access to the drugs. Because the pharmaceutical industry spends far more money on marketing than on research, the argument that the high prices are necessary for the development of new drugs is altogether spurious. BAYER spends more than 10 billion euros on sales and marketing - approximately three times what it spends on research.

Risks of XARELTO

BAYER is also putting its full resources behind the marketing of the anticoagulant XARELTO - including for indications for which the drug has not been proven to be effective. For example, so far there have been no studies that demonstrate that XARELTO is any better than the established drug Marcumar in the treatment of atrial fibrillation. The independent journal *arznei-telegramm* therefore generally advises against its use for such purposes.

XARELTO does not reduce strokes, systemic embolism or the relevant rate of hemorrhages. The fact that the medication is the most frequently prescribed drug among new anticoagulants can be explained only by the exorbitant marketing and pressure on medical associations. Nor is XARELTO recommended for treatment of Acute Coronary Syndrome (ACS). The US FDA has withheld approval for that use on account of the poor quality of the studies presented by BAYER. In more than 10% of

patients, the observation period was so short that at the end of the study there was no way to tell whether the patient was even still alive. In addition, a random check of the primary data revealed that multiple fatalities during treatment with XARELTO had simply been ignored. On top of all that, the result was distorted by the - apparently deliberate - exclusion of unfavorable data.

Meanwhile, the number of reported side effects has been rocketing. According to the *Bundesinstitut für Arzneimittel und Medizinprodukte* (German Federal Institute for Drugs and Medical Devices) (BfArM), 133 fatal outcomes and 1400 serious side effects were recorded last year for XARELTO. BAYER cannot be allowed to continue to market a drug purely for profit motives when there are significant doubts about its safety. The company should have learned from the scandals that surrounded LIPOBAY, TRASYLOL and YASMIN. Drugs that offer no advantages over older medications should never be approved.

Hazardous oral contraceptives

Contraceptives that contain the active ingredient drospirenone have a risk of thrombosis or embolism which is two to three times higher than that of older contraceptives. In Germany alone, approximately 250 serious embolisms a year could be prevented if all women were treated with second-generation contraceptives. Although BAYER is doing everything in its power to deny compensation to the many thousands of victims (including hundreds of fatalities), the Group has nevertheless paid USD 1.7 billion to more than 8,000 affected women. In spite of that, the group refuses to admit any wrongdoing and is continuing its marketing campaigns. Cynically, BAYER is even one of the sponsors of "World Thrombosis Day", which is intended to call attention to the risks of thromboembolisms.

Antibiotics in livestock

The quantity of antibiotics being used in livestock has declined slightly. Nevertheless, approximately seven times as many bactericides are used in intensive animal husbandry as in human medicine. And if we consider just the use of the antibiotic BAYTRIL, one of the fluoroquinolone class of drugs sold by BAYER, its use is increasing. The most recently available figures show an increase by 25% in Germany over the previous year.

BAYTRIL is a close relative of the reserve antibiotics ciprofloxacin and moxifloxacin which are used in treating humans. Increasingly resistant bacteria have evolved as the result of widespread use of these drugs in animals and they are losing their effectiveness. The WHO has for years promoted a ban on the widespread use of antibiotics in livestock. That may be one reason BAYER says nothing about the sales of BAYTRIL in the current annual report.

Countermotion to Item 3: The actions of the members of the Supervisory Board are not ratified

The Supervisory Board does not adequately perform its supervisory role and its actions therefore should not be ratified. The following are examples of irresponsible group policies supported by the Supervisory Board:

Bee colony collapse disorder

On December 1, to stem the widespread collapse of bee colonies, the EU completely banned the use of the pesticides imidacloprid and clothianidin sold by BAYER. Even in extremely low concentrations, the active ingredients damage the nervous systems of

insects and can lead to chronic poisoning. The decline in bee populations threatens the pollination of important food crops and thus the reliability of food supply. Birds are also affected because the declining population of wild insects is no longer sufficient to sustain them. BAYER and SYNGENTA are appealing the EU ban in spite of the evidence of the harmful nature of these products reported in dozens of independent studies. Sales outside the EU also continue. Once again, short-term profit is more important for BAYER than the protection of plants and animals.

HIV infection of hemophiliacs

The "Deutsche Blinden- und Sehbehindertenverband" (German Association for the Blind and Visually Impaired) recently awarded its *German Film Prize* to the ZDF production entitled "Blutgeld" (Blood Money). One of the three principal sponsors of the award was BAYER AG.

"Blood Money" tells the true story of three brothers who were infected with HIV by anticoagulant drugs. The story unfolds against the background of the infection of thousands of hemophiliacs with HIV and hepatitis C through the mid-1980s, primarily by products manufactured by BAYER. Internal company memos had long before noted the risks for hemophiliacs although the company failed to draw the necessary conclusions. The German Parliament determined that the majority of the infections could have been prevented because tests and deactivation methods were available at the time. For profit reasons, however, BAYER resisted modifying its production techniques and destroying untested drugs.

To this day, BAYER is refusing to pay just compensation to the victims. In hard-fought legal battles, however, the company has nevertheless been forced to make payments of several hundred million euros. BAYER's sponsorship of the prize awarded to "Blood Money" is a slap in the face of the infected hemophiliacs. The victims have been tricked into putting a human face on BAYER in exchange for "charitable donations".

Health hazards caused by bisphenol A

The teeth of approximately 10% of all children are not strong enough and therefore decay as a result of insufficient mineralization. The chemical substance bisphenol A (BPA) is suspected to be one of the triggers of this condition. In tests on animals, bisphenol A has shown an adverse effect on the mineralization of teeth in rats.

BAYER is one of the largest producers of BPA worldwide. The chemical is used in, among other things, plastic bottles, cans and food packaging materials. Dozens of studies connect BPA with obesity, infertility, cancer, diabetes and heart disease. Dr. Norbert Krämer of the Gießen Polyclinic for Pediatric Dentistry therefore advises against the use of plastic baby bottles, beverage cups and the purchase of food packaged in materials that contain BPA. As long ago as 2008, Canada declared bisphenol A a "hazardous substance" and banned its use in baby bottles. The EU ban against use in baby bottles followed in 2011. Several EU countries have adopted additional bans on the use of BPA in food packaging and beverage bottles.

Nevertheless, BAYER continues to sell bisphenol A for high-risk uses.

A few weeks ago the EU announced a drastic reduction of the permissible limit for the intake of BPA. The upper limit is to be reduced from 50 µg per kilogram of body weight to 5 µg. But that's not enough. Hormone active chemicals must be eliminated entirely from all everyday products. We also urgently need to reverse the burden of proof.

Chemicals that are suspected of being hazardous to human health must be banned - unless the producers can convincingly disprove this suspicion. Otherwise, decades will continue to pass between the initial indications of harm and the banning of a substance.

Asbestos

A labor court in the northern Spanish city of Mieres has ordered BAYER to pay damages of € 71,800 to the surviving dependents of a long-time employee. The employee died as a result of decades-long exposure to asbestos in the Langreo (Asturias) plant. In the eyes of the court, BAYER ignored the risks and neglected to adequately protect its employees. Overall, approximately 1/5 of the asbestos consumed worldwide was used in the chemical industry. BAYER has been aware of the risks to life and health for decades. The industry was able to delay the ban by approximately 25 years by presenting "expert" reports it paid for and by making contributions to the "Institute for Water, Soil and Hygiene", which was the responsible regulatory body at the time. Thousands of employees are paying the price with their lives.

To date, BAYER has not established any follow-up care program which covers all those affected and offers them medical treatment.

Detailed information on the cases described above is available on the homepage of *Coalition Against BAYER Dangers* at www.CBGnetwork.de

I request notification of these countermotions and the reasons for them pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).



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BAYER Aktiengesellschaft
Building Q 26 (Legal Services Department)
Kaiser-Wilhelm-Allee
51368 Leverkusen

Annual Stockholders' Meeting on April 29, 2014

Please be informed that I oppose the motions of the Board of Management and the Supervisory Board as regards Items 2 and 3 of the Agenda and that I will request the other stockholders to vote for the counter motions set forth below. I also request publication of the counter motions and the basis for them pursuant to §§ 125, 126 of the German Corporations Act (AktG).

Counter motion to Item 2: The actions of the Board of Management are not ratified

Last year BAYER AG celebrated its 150th anniversary. However, the dark sides of the company's history were ignored. Neither its mutually beneficial relationship with the Third Reich nor the poisonings on a massive scale caused by pesticides and deadly products such as heroin and blood products contaminated with HIV were mentioned in the celebratory publications and anniversary celebrations. We are now approaching the 100th anniversary of the outbreak of the First World War. Once again BAYER is avoiding any discussion of its numerous corporate crimes. The Board of Management bears responsibility for this.

In the First World War the German chemical industry produced explosives, munitions and poison gas. The high prices guaranteed by the government significantly increased its profits. Dividends of up to 25% were distributed.

BAYER built a factory in Cologne-Flittard dedicated to the production of explosives that turned out 250 metric tons of TNT every month. There was also a boom in the production of substitute materials. Carl Duisberg, the Managing Director of BAYER, boasted of its achievement in July 1915. "If you could see what things look like here in Leverkusen, how the entire plant has been transformed and reorganized, how we turn out almost nothing but war supplies any more ..., you would be delighted." The name BAYER also stands for the development and production of poison gas. As early as in the fall of 1914, in response to a suggestion from the Ministry of War, a commission was established to deal with the use of poisonous waste from the chemical industry. This commission was chaired by Carl Duisberg of BAYER and the chemist Walter Nernst. The Commission recommended to the Supreme Army Command first the use of chlorine gas, which was a deliberate violation of the Hague Convention Respecting the Laws and Customs of War on Land, under which the use of poison gas for military purposes had been banned since 1907.



Carl Duisberg was personally present during early tests of poison gas at the military training ground in Cologne-Wahn and enthusiastically praised the idea of death by chemicals. “The enemy won’t even know when an area has been sprayed with it or the danger facing them and will remain quietly in place until the consequences occur.” A school for gas warfare was even erected in Leverkusen. The German army ultimately used chlorine gas for the first time in Ypres, Belgium. An estimated 2,000 to 3,000 people died in this attack and many times that number were seriously injured.

Under Carl Duisberg’s leadership BAYER continued to develop increasingly lethal chemical weapons, first phosgene and later mustard gas. Duisberg vehemently demanded that they be used. “This phosgene is the meanest weapon I know [...] Therefore I can only strongly recommend that we not let the opportunity of this war pass without also testing gas grenades.” An estimated total of 60,000 people died as a result of the gas warfare started by Germany.

BAYER also exploited forced laborers in the First World War. In the fall of 1916, Carl Duisberg demanded of the government, “Give us access to the vast pool of people in Belgium.” The Imperial Department of the Interior then had approximately 60,000 Belgians deported, which resulted in major international protests. Duisberg argued for rationing jobs and food in Belgium to increase the Belgians’ “desire” to work in Germany. The deportation foreshadowed the incomparably more extensive program of forced labor in the Second World War.

The BAYER management was involved in all facets of the war up to 1918. For example, Carl Duisberg promoted unlimited submarine warfare, the bombing of England in violation of international law and the annexation of Belgium and northern France. He also demanded “Lebensraum” – additional territory – for Germans in Poland and Russia.

As the war dragged on and the German government realized that it could no longer win and armistice negotiations should commence. BAYER feared the end of its war profits. In February 1917, together with the military leadership, Carl Duisberg therefore demanded the dismissal of Imperial Chancellor Theobald von Bethmann. “If it came to a choice between Hindenburg and Bethmann, Bethmann’s removal would be assured (...) We are on an all-out war footing, and it would be best if this situation could also be expressed to the rest of the world by merging the offices of Field Marshal and Chancellor (...) because politics is now war, and war is politics.” Shortly thereafter the Chancellor was indeed dismissed. There were no armistice negotiations.

When the war ended, Carl Duisberg was on the list of people the Allies wanted extradited, and he had good reason to fear being tried as a war criminal. BAYER’s subsidiaries in the USA were expropriated.

BAYER has still not come to terms with its involvement in the atrocities of the First World War. The company has not even distanced itself from the crimes of Carl Duisberg. The actions of the Board of Management therefore should not be ratified.

Countermotion to Item 3: The actions of the members of the Supervisory Board are not ratified

The market for agricultural inputs is controlled by a handful of large companies. The ten largest companies, including BAYER, hold more than 70 per cent of the market for pesticides and seeds. The objective of this oligopoly is to divide the market among themselves, dictate prices, shape the political framework and ultimately control the basis for human nutrition. Patents on plants and animals are a central feature in this.

As long ago as 2008, the World Agriculture Report commissioned by the United Nations and the World Bank warned that agricultural research was being hindered by increasing patent protection of plants. In the developing countries, particularly, the need to acquire expensive licenses is impeding the use of locally adapted techniques that could improve the reliability of the food supply and contribute to economic sustainability.

Last year, the organizations *Coalition against BAYER Dangers* and *No Patent on Life!* searched all the patent applications that have been filed with the European Patent Office (EPO) in the past twenty years. Of the approximately 2,000 patents the EPO has granted on transgenic plants, the BAYER Group holds 206 patents on, among other things, corn, wheat, rice, barley, soybeans, cotton and even genetically modified trees. BAYER holds more such patents than Pioneer (179), BASF (144), Syngenta (135) or Monsanto (119).

Of BAYER's patents alone, 23 relate to herbicide resistance. Some of the patents on glufosinate resistance were originally filed in the 1980s and have since expired. To extend the life of these patents, BAYER made minor genetic modifications to important plants such as soybeans and cotton and then applied for new patents on them.

Because the patent on the Monsanto herbicide glyphosate has expired, BAYER is now selling this active substance itself and holds ten of its own patents in this area. For example, Patent EP 1994158 discloses a method to achieve glyphosate resistance with which BAYER claims protection for no fewer than 23 plants species including corn, wheat, barley, soybeans and rice, various trees and even grass. The patent, which is valid until 2027, was originally filed by the US company Athenix, which BAYER acquired in 2009.

In spite of the large number of patents, BAYER's genetic engineering program is based essentially on only two techniques: first, herbicide-resistant seeds sold in combination with the pesticides glufosinate or glyphosate; and second, plants that contain the toxic bacterium *Bacillus thuringiensis* (Bt) and thus kill insects.

Both methods have been on the market since the 1990s. Environmentalists believe that glufosinate and glyphosate should be withdrawn immediately because of the dangers they pose for people and the environment. However, due to the increasing development of resistances, both technologies will be effective for a few more years at most and are therefore hardly viable in the long run.



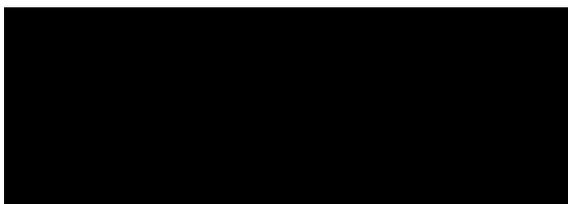
Because of the increasing ineffectiveness of genetically modified plants, in recent years BAYER has entered into a series of exchange agreements with other companies, including Monsanto, DuPont, Syngenta and Dow. Since then the companies have also been able to use their competitors' methods and offer seeds that are immune to two or more herbicides. For example, a soybean variety was introduced in 2012 which is tolerant to glufosinate, glyphosate and 2,4-D (2,4-D was an ingredient of the infamous defoliant "Agent Orange"). In March 2013 BAYER and Syngenta announced the introduction of another soybean variety to the market which is also tolerant of three active substances - mesotrione, glufosinate and isoxaflutole.

The promise of genetic engineering has never been fulfilled. Yields have not increased significantly and pesticide use has not decreased. BAYER's patent policy therefore reveals that the company has learned nothing from the disastrous experiences with glyphosate-resistant seeds, the use of which leads to the development of increasing herbicide resistance in weeds. Instead of acknowledging the failure of herbicide-resistant plants, BAYER continues to propagate phony solutions at the expense of farmers and the environment.

Recently, BAYER itself was forced to admit that the oligopolistic structure of the industry is hampering agricultural progress. According to Dr. Hermann Stübler of BAYER CropScience, "It is more than 25 years since the global crop protection industry developed or brought to market an economically important herbicide with a new mechanism of action for broad-acre crops. This is partly a consequence of industry consolidation, which has involved a significant reduction in research expenditures for new herbicides."

The Supervisory Board shares responsibility for the company's machinations. Its actions must therefore not be ratified. Additional information is available on the web site of *Coordination against BAYER Dangers* at www.CBGnetwork.org.

Sincerely,



Member of the Board of *Coalition against BAYER-Dangers*

Coordination gegen BAYER-Gefahren e.V.

For protection of the environment and safe workplaces at BAYER worldwide!

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

February 28, 2014

Annual Stockholders' Meeting on April 29, 2014

We hereby give notice that we will oppose the proposals of the Board of Management and the Supervisory Board as regards Items 2 and 3 of the Agenda, and will induce the other stockholders to vote in favor of the following counter motions.

Counter motion to Item 2: The actions of the members of the Board of Management are not ratified

Approximately 1.3 million metric tons of polychlorinated biphenyls (PCB) were produced worldwide. BAYER was the world's second largest producer after Monsanto. These toxic substances were used in electrical appliances, caulking compounds, paints and floor coatings, contaminating thousands of buildings. Disposal costs billions. The producers have for decades kept quiet about the hazards of PCBs and are now passing the cleanup costs on to the public.

Polychlorinated biphenyls are among the most toxic substances ever produced by chlorine chemistry. They can damage the human hormone system, nervous system and immune system, attack the thyroid gland, liver and kidneys and cause infertility. The World Health Organization has classified PCBs as a Category 1 carcinogen.

PCBs are extremely long-lived and are characterized by their high mobility. They have turned up virtually everywhere in nature - from the depths of the sea to the Arctic. PCBs are highly soluble in fats and accumulate in the food chain. PCB concentrations were measured in the Inuit people of Canada that were as high as in the victims of major chemical accidents.

BAYER began producing PCBs in 1930 and sold the substances under the trade names Clophen and Elanol. BAYER was the world's second-largest producer, accounting for 160,000 metric tons, approximately 12 per cent of total production.

Sweden was the first country in the world to prohibit "exposed" applications, e.g. in caulking compounds, paints and plastics, as long ago as 1972. Germany followed suit in 1978. Their use in ostensibly "closed" systems such as hydraulic fluids and transformers remained legal, however, under pressure from the industry. Even worse: In 1977, when the US, up to then the largest producer, prohibited all production and use of PCBs, BAYER AG leapt into the breach and increased its production from 6,000 to 7,500 metric

tons a year. BAYER, the last remaining producer in the West, did not halt production until 1983.

PCBs are detectable in particularly high levels in adipose tissue and human breast milk. The intake by nursing infants can be 50 to 100 times higher than in adults. Toxicologists have found evidence that exposure in the womb can lead to serious neurological damage. Specialists in environmental medicine estimate that 1 out of 20 children have been exposed to high levels of PCBs. Although the concentration of PCBs in breast milk has decreased by approximately 75 per cent in the past 20 years, it will take more than 100 years until PCB absorption through breast milk is below the maximum tolerable daily intake established by the World Health Organization.

Worldwide, there are more than three million tons of hydraulic fluid contaminated by PCBs and equipment that still contains PCBs. The costs of packaging, transport and proper disposal are between USD 2,000 and 5,000 per ton, which means a total cost of up to USD 15 billion. The cleanup of contaminated buildings will cost even more. For example, approximately 20,000 metric tons of PCBs were used in caulking compounds in Germany alone. More than half of that quantity remains in buildings to this day.

Thousands of schools and universities are contaminated with PCBs. The gases released cause permanent contamination of the air and have caused countless cases of serious damage to health. In some cases, teachers and students have been exposed to toxic concentrations that would have required factory workers to wear protective suits and respirators.

In October, the University of Bochum was forced to approve the demolition and replacement of several buildings contaminated with PCBs at a cost of hundreds of millions in this case alone. The cleanup of the Cologne UniCenter will cost approximately 30 million. There are similar problems in the Universities of Erlangen, Bielefeld and Düsseldorf, as well as in many government buildings. So far, all the costs are being paid out of government budgets.

The costs of the contamination of the food supply are also being passed on to the general public. The food scandal in Belgium caused by the addition of 25 liters of PCBs to animal feed fats led to direct costs of one billion euros and indirect costs of three billion. The Irish pork crisis is also due to the use of oils contaminated with PCBs in the dehydration of animal feed and has cost government agencies some 100 million euros.

The industry has long known that PCBs are harmful to humans and the environment, although it has kept that information from the public and ignored it for decades. The industry is therefore complicit in thousands of cases of poisoning.

It is high time that the former producers bear some of the immense costs of cleanup and treatment! It is unacceptable that the producers of PCBs profited from them for half a century and are not now contributing to the costs occasioned by their production and use.

The BAYER Board of Management is responsible for the group's failure to assume responsibility for its toxic PCB heritage. Therefore the actions of the Board of Management must not be ratified.

Counter-motion to Item 3: The actions of the members of the Supervisory Board are not ratified

BAYER is standing by its plan to transport poisonous carbon monoxide gas by pipeline through densely populated areas. This project sets a dangerous precedent because toxic substances have not so far been transported by pipeline. The Supervisory Board supports this controversial project and therefore its actions must not be ratified.

The Bayer Group plans to connect its Dormagen and Krefeld sites with a CO pipeline 67 km long. This project is unprecedented. Carbon monoxide is a highly toxic gas. The inhalation of even a few hundred milliliters can be fatal. The Regional Authority of Düsseldorf admits that "there are no detailed reports of experience with carbon monoxide pipelines because there are hardly any such pipelines anywhere in the world."

Pipeline experts indicate that the risk of a gas escape can be reduced by technical measures but not entirely eliminated. Damage including the rupture of the pipeline by earthquakes, construction activities, plane crashes, unexploded munitions left over from the Second World War or terrorist attacks can occur at any time. An expert's report commissioned by the District of Mettmann concluded that in the event of an accident, more than 140,000 residents would be in acute danger.

The police, fire department and medical services have stated that in the event of an accident they cannot guarantee the safety of the population. All the affected municipalities are therefore opposed to the operation of the pipeline. More than 120,000 people have signed protest petitions. 24,000 objections to the current process to amend the plan have also been received.

In the resolution approving the plan, the risks to the population and the necessary expropriations were justified as "beneficial to the public interest." In fact, however, there are no such benefits. The original purpose of the pipeline was to make better use of the existing capacities in Dormagen and Krefeld. But lower costs for a company - which are questionable in the first place - have nothing to do with the public interest. The expropriations are therefore illegal. The Administrative Appeals Tribunal of Münster expressed similar objections as long ago as December 2007, which is why the pipeline, which has already been built, does not yet have an operating permit.

The excess CO that BAYER originally claimed existed in Dormagen is no longer an issue. On the contrary, the erection of the new TDI plant in Dormagen means that another steam reformer for CO production must be erected there. However, the new CO production plant could also be built in Krefeld, in which case there would be no need for the pipeline. That was the conclusion of the most recent report from the state government, which determined that there was no need to build the pipeline. According to experts, there are several options for the decentralized production of CO that would even be cheaper.

BAYER's repeated assertions that "pipelines are the best means of transport in terms of safety and environmental aspects" are also misleading. These statements imply that the pipeline would replace other means of transport, e.g. by ship or truck. In fact, CO is not transported in significant quantities at all because of stringent safety requirements.

The accident in the BAYER plant in Brunsbüttel on September 25, 2013, shows how dangerous the handling of carbon monoxide is. According to police reports, the accident left two employees in critical condition. BAYER has not yet released any information on the causes of that accident. Handling CO is therefore extremely dangerous, even in well-protected plants with well-trained employees. That makes it all the more important to prevent transport through unprotected areas.

The pipeline between the Dormagen and Leverkusen plants raises particular issues. In 2001, BAYER repurposed a CO₂ pipeline that had been built in the 1960s for the transport of carbon monoxide. Apparently there was no approval process in which the public participated. The effects of a CO leak were not investigated in the permitting process. Only one of BAYER's experts even discussed the subject - and then in a total of exactly 9 lines. In the event of an accident involving the pipeline, this expert spoke of a danger zone of 350 meters on both sides of the pipeline route. There was no specific investigation that took local conditions into consideration.

Our most recent examination of the permitting documents also uncovered serious problems, including in the section of the route under the Rhine ("culverts"). For example, a TÜV report from February 2013 identified "serious external losses of material", as a result of which the culverts were not "state of the art". The corrosion rate was estimated at up to 0.5 mm/year. In some spots, the corrosion was said to have advanced to the point where the "remaining useful life" was estimated at only 2 years. BAYER's protestations that the pipeline was built to the highest safety standards are therefore not very credible.

Toxic gases such as chlorine, CO or phosgene must be produced - if at all - decentrally in well-protected plants and must be processed on site. The transport of such hazardous materials should not take place. It is irresponsible to expose the population to this unnecessary risk.

Pursuant to §§ 125, 126 of the German Corporations Act, we request that the stockholders be notified of these counter-motions and the reasons for them. The stockholders are asked to assign their voting rights to *Coordination gegen BAYER-Gefahren*.

For the Board of Directors of *Coordination gegen BAYER-Gefahren e.V.*

