

# Coordination gegen BAYER-Gefahren e.v.

For environmental protection and job security at BAYER worldwide!

BAYER AG  
Gebäude Q 26 (Legal Department)  
Kaiser-Wilhelm-Allee  
51368 Leverkusen

October 12, 2004

## Counter-motion for the Stockholders' Meeting on November 17, 2004

Ladies and gentlemen:

We hereby give notice that we reject the proposals made by the Board of Management and Supervisory Board and will appeal to the other stockholders to vote for the following counter-motion:

**Counter-motion:** That consent to the Spin-Off and Acquisition Agreement between Bayer AG and Lanxess Aktiengesellschaft be refused.

**Reasons:** The consequences of the spin-off of Lanxess will be borne primarily by the workforce. Thousands of jobs will be at risk in the long term. Moreover, the spin-off will bring no benefits in terms of environmental or consumer protection.

Lanxess Management Board member Ulrich Koemm estimates that "30 percent of Lanxess' business does not have strategically tenable, i.e. top, positions" and has indicated there will be shutdowns and divestitures. Moreover, Bayer is transferring debts of billions to Lanxess. The employees will be forced to achieve cost savings by working harder for less money.

Thousands of employees face the threat of job insecurity or unemployment. Since in many cases the work will still have to be done, the remaining employees will have to take on these tasks in addition their own, thus further increasing the pressure on the workforce. New employees will be paid at lower rates.

In the long term, the ability of employees to influence the company's development is in jeopardy: splitting the company into ever smaller units cuts out codetermination. Morale among Lanxess employees is correspondingly low: current comments from the site include phrases like "cast aside," "sold down the river" or "Bayer's unwanted scrap".

Nor does the spin-off offer any progress in environmental or consumer protection. Hormonally active or highly toxic products such as plasticizers, phosgene, chlorobenzenes, isocyanates and nitrotoluenes will continue to be produced.

The Coalition against Bayer Dangers is calling on the company to withdraw from chlorine chemistry and undertake an ecological restructuring of the Bayer Group. Further information can be found at [www.CBGnetwork.de](http://www.CBGnetwork.de)

On behalf of the Executive Committee of the Coordination gegen BAYER-Gefahren e.V.



**Advisory Board**

