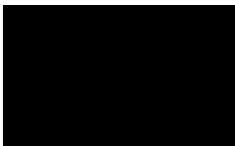


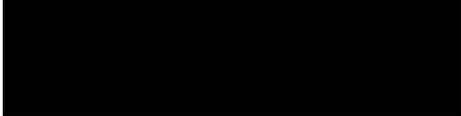
Bayer Aktiengesellschaft
Building Q26 (Legal Department)
Kaiser-Wilhelm-Allee
51368 Leverkusen

Subject: Annual Stockholders' Meeting on April 27, 2007

Regarding Item 4 of the Agenda, I hereby propose that Dr. Kleinfeld not be elected to the Supervisory Board. He should be given the time and opportunity to put his own house in order in Munich.

Yours sincerely,





Bayer Aktiengesellschaft

Building Q 26 (Legal Department)

Kaiser-Wilhelm-Allee

51368 Leverkusen

Re: Annual Stockholders' Meeting on April 27, 2007

Ladies and gentlemen,

With respect to Item 4 of the agenda I propose the following counter motion:

In the election to the Supervisory Board Dr. Klaus Kleinfeld should be replaced as a stockholders' representative by another suitable candidate.

Reason:

Item 4 proposes the election, among other candidates, of Dr. Klaus Kleinfeld to the Supervisory Board as a stockholders' representative. Together with his colleagues on the Board of Management of Siemens AG, Dr. Kleinfeld is under suspicion of being involved in bribery and corruption. I consider it inconceivable that someone with this background be elected as a stockholders' representative to the Supervisory Board of Bayer AG, a body which has to date always been considered highly respectable.

Yours sincerely,

<gezeichnet>

[REDACTED]

[REDACTED]

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

March 23, 2007

Counter motion to the stockholders' meeting on April 27, 2007

I hereby announce that I dissent to the proposals of the Board of Management and the Supervisory Board with respect to item 2 of the agenda and will urge the other stockholders to vote for the following counter motion.

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

Contrary to previous announcements, the BAYER Group has entered into international trade in toxic waste. It is thought that 4,500 metric tons of highly toxic hexachlorobenzene from Australia are to be burnt in the Group's incinerators, for which BAYER will receive three million euros. Hexachlorobenzene is one of the so-called 'dirty dozen', the most dangerous toxins, which are subject to an international ban by the Stockholm Convention. The substance is not biodegradable and leads to metabolic disorders, cancers and organ damage in humans.

As long ago as the late 1980s the *Coalition against BAYER Dangers* and the Greens forecast toxic waste tourism to BAYER sites and therefore spoke out against the construction of the Dormagen hazardous waste incinerator and the expansion of the Leverkusen refuse incinerator. In fact, 300 companies worldwide now send toxic waste to Dormagen and Leverkusen. The Dormagen plant was originally only approved for waste from the BAYER Group and hazardous waste from the Neuss district. In 2004 it was hurriedly enlarged so that it could incinerate waste from all over the world.

The Group is seeking to dispel doubts about the incineration of toxic waste from all over the world by talking about reportedly lower emissions. In fact the emissions of the refuse incinerators are nothing like as low as BAYER claims. The Leverkusen refuse incinerator alone discharged over 22 metric tons of sulfur dioxide, 10 metric tons of ammonia and 160 metric tons of nitrogen oxides in 2004. In Dormagen 67 metric tons of nitric oxides and almost 5 metric tons of sulfur dioxide were emitted. In Leverkusen the SO₂ emissions doubled within four years, while in Dormagen they actually quadrupled. Other toxic substances are carbon monoxide, particulate matter, nitrogen monoxide and heavy metals.

The population is endangered not only through the discharge of toxic substances, but also by the transport of the toxic waste. There are more and more accidents in water, rail and road transport. Another problem is the filter cakes which occur when cleaning the waste gas; these contain many toxins and must be deposited over decades. Despite requests, BAYER has not published the precise composition and quantity of the filter cakes.

A further risk for residents living near incinerators is disturbances. In 1980 the Leverkusen plant was extensively damaged by an explosion. In August 1986 the flue gas scrubber at the Krefeld refuse incinerator failed and a cloud of yellow smoke escaped. Four months earlier there had been an explosion at the Leverkusen waste disposal plant which released nitrous gases. Residents could smell the gas for kilometers around the plant. In Dormagen in October 2003 a tank containing residues of a base chemical heated up to 120 degrees (normal temperature: 70 degrees). Because of the risk of an explosion the fire department closed off a large area of the site and stopped rail traffic on the Cologne to Neuss line.

There was an appropriate comment in the *tageszeitung*: 'Environment minister Uhlenberg actually cannot prevent the toxic waste incineration because the black and yellow state government has absolutely no interest in torpedoing BAYER's lucrative foreign business or in damaging the disposal site of NRW. Anyone who thinks in economic terms does not want to mess up the toxic waste deal. But anyone who really cares about the health of his fellow countrymen and the immense environmental risks involved in the long sea route should object.'

With the tighter environmental laws BAYER has indeed reduced the discharge of toxic substances – but the Group would hardly have invested in new technologies if left to their own devices. BAYER freely admits: 'The requirements of the 17th BImSchV (Bundesimmissionsschutz-Verordnung – Regulation under the German Federal Immission Control Act) in the mid-1990s necessitated more extensive flue gas purification, according to a BAYER brochure. The Group always fought against such new directives to the last. In the 1990s it even went so far as to object to the Waste Management Act and remote monitoring of emissions.'

The imports of waste products to North Rhine-Westphalia now amount to more than 2.4 million metric tons per year, about a quarter of which is hazardous waste. It is not acceptable that a densely populated region such as NRW, which already has a high level of ecological damage, should become the destination for international toxic waste traffic. The commercial interests of BAYER and other 'disposers' must therefore take second place to protection of the population's health.

The Board of Management bears the responsibility for the incineration of toxic waste from all over the world at BAYER and the associated endangering of the population. Further information on the subject can be found on the homepage of *Coalition against BAYER Dangers* at www.CBGnetwork.de.

Pursuant to Sections 125 and 126 of the Aktiengesetz (German Stock Corporation Act (AktG)), I request that the stockholders be notified of this counter motion.

[Signature]



Coalition against BAYER Dangers

For environmental protection and secure jobs at BAYER worldwide

Annual Stockholders' Meeting on April 27, 2007

We hereby announce that we dissent to the proposals of the Board of Management and the Supervisory Board with respect to items 2, 3, and 4 of the agenda and will urge the other stockholders to vote for the following counter motions.

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

Grounds: The BAYER Group last year massively violated the rules of appropriate corporate governance in 2006. The Board of Management holds responsibility for this.

The following is a selection of current problem areas. Background information can be found on the homepage of *Coalition against BAYER Dangers* at www.CBGnetwork.de. Additional information can be requested at CBGnetwork@aol.com

On All Saints' Day, BAYER placed a wreath at the grave of the former Supervisory Board Chairman Fritz ter Meer. During the Second World War, Fritz ter Meer was responsible for the construction of IG Farben's Auschwitz production site, at which about 30,000 forced laborers died. At the Nuremberg Trials, Fritz ter Meer was sentenced to seven years in prison for the exploitation of slave laborers and plunder. During the hearings he stated that the forced laborers had not been subjected to particular suffering, as they would have been killed regardless. The continued payment of tribute by BAYER AG to a convicted war criminal is intolerable.

Furthermore, BAYER still refuses to present meaningful climate statistics. Unlike BASF, BAYER does not publish information on the CO₂ emissions of its electricity and steam suppliers. The reduction in greenhouse gas emissions claimed by BAYER is partly based simply on the divestment of its power supply activities – a balance-sheet trick that does not help the climate. What's more, at its Krefeld-Uerdingen site BAYER plans to operate a black coal power plant designed by Trianel that on its own would result in more than 4 million metric tons of CO₂ emissions per year. This decision would establish the climate-damaging production of electricity for decades.

Serious industrial accidents frequently occur at BAYER. The accident risks are largely of the company's own making: the workforce has been stretched too thin for a number of years, and the steadily increasing workload and cost-containment measures in safety-relevant departments are responsible for many accidents.

- For example, a major explosion took place in the TDI production unit at BAYER's Baytown site in September, resulting in the discharge not just of carcinogenic chemicals, but also of the toxic gas ammonia. 22 employees had to be treated in a hospital and the plant was closed down for three months. A major explosion followed by a fire had previously occurred at Baytown in 2004. BAYER's TDI production has been the subject of criticism for a long time, as large amounts of the toxic gas phosgene are used in this process. TDI can also be produced without

phosgene. However, BAYER has not developed suitable processes to the production stage. This places employees and residents at a heightened risk.

- On January 16, 2007, a production plant for pesticides exploded at BAYER's site in Belford Roxo, Brazil, injuring three employees. The explosion could be heard within a radius of five kilometers, and production of the pesticide Tamaron had to be temporarily suspended.
- On November 5, a deflagration resulting in a fire took place at the carbon monoxide plant in Krefeld-Uerdingen. This production facility also had to be shut down for several weeks.
- On the premises of the BAYER Chemical Park in Dormagen, several explosions took place on July 3 in a reactor for the production of polyethylene. Eight employees were injured.
- On June 27, there was a hydrogen fluoride leak at BAYER's Leverkusen site. 11 employees had to be taken to the hospital.

The Coalition against BAYER Dangers has published on its homepage a timeline of industrial accidents in which 70 accidents at BAYER sites since 1994 are documented. The complete list can be found at www.CBGnetwork.de/476.html

The BAYER Group plans to break up *Bayer Industry Services* (BIS), in the process divesting itself of major business activities and thus spinning off or eliminating 3,000 jobs. Neither insufficient capacity utilization nor financial losses are forcing the company to make these cuts. On the contrary, the services offered by BIS are needed by the BAYER production sites, and the BAYER Group as a whole is very profitable. In connection with BAYER's reorganization into a holding structure, the company had placed within BIS all operations that were not showing a profit in order to reduce the strain on the other parts of the company and facilitate carve-outs at a later date. It is not acceptable for the company to shirk its responsibility toward its employees in such a way.

Last year, a study by the physician Dennis Mangano came to the conclusion that use of the BAYER drug product Trasyolol significantly increases the risk of myocardial infarction, stroke and kidney failure.

It has now been revealed that BAYER intentionally withheld negative study results for Trasyolol from the U.S. drug authority FDA. On September 21, 2006, an FDA committee convened to discuss Dr. Mangano's results. On this date the company had in its possession new results indicating that patients who have been treated with Trasyolol have an increased risk of death, heart failure and stroke. The members of the panel were not informed of these results, however. The FDA was not made aware of the study until one of its authors notified the authorities.

The members of the FDA committee have sharply criticized this procedure. Said Dr. Michael Lincoff: "I am astounded that the BAYER representatives did not notify us that such a study had taken place. We spent a whole day discussing with them how we need current studies. It is inconceivable that the representatives of BAYER were not aware of the study's existence or its relevance for the committee." It is a bad joke when BAYER spokespeople try to make the public believe that they inadvertently kept the results secret. Such excuses cannot be accepted in matters of life and death.

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

Grounds: The Supervisory Board is insufficiently performing its oversight function, and its actions thus should not be ratified. The following examples illustrate an environmentally unfriendly corporate policy supported by the Supervisory Board.

According to an evaluation by Swedish authorities that was accepted by the *European Food Safety Authority*, the herbicide glufosinate poses a risk to consumers, users and nature. Sweden recommends that glufosinate be banned. Nearly all the genetically modified plants in BAYER's product range are resistant to glufosinate. The genetic manipulation of plants is not aimed at fighting hunger, as BAYER repeatedly claims, but rather at the safeguarding of herbicide sales. The continued sale of glufosinate, however, can no longer be justified for ecological reasons.

BAYER has several types of rice in its product range that are resistant to glufosinate. The rice type LL 601 was present in the food chain for many years despite not being authorized for consumption anywhere in the world. The European Union and Japan imposed a ban on imports, and numerous rice growers in the United States sued the company. If any further proof was needed of the uncontrollable nature of genetic engineering, BAYER has thereby provided it.

Although it remains unclear how the contamination occurred, however, BAYER still maintains an application for authorization to import a similar type of rice (LL 61). Marketing authorization in Europe for genetically modified rice would enable BAYER and other biotech companies to promote the cultivation of such rice, particularly in developing countries. This would inevitably lead to the genetic contamination of existing rice crops, impair biodiversity and thus endanger the main food source of the third world.

BAYER is attempting to gain marketing authorization in Brazil for genetically modified corn. Glufosinate-resistant corn is not cultivated in any E.U. country. BAYER itself withdrew this corn type from the market in the United Kingdom, as its cultivation would not be profitable if all measures were to be undertaken to protect genetic engineering-free agriculture from contamination. Studies show that fields of genetically modified corn are more heavily sprayed with pesticides over the long term than fields of conventional corn. This is not just a problem for the environment, as humans too suffer from the massive use of glufosinate.

In many parts of the world, BAYER continues to sell pesticides from the WHO hazard class 1a (extremely hazardous) and 1b (highly hazardous), including thiodicarb, parathion-methyl, fenamiphos, ethroprop, azinphos-methyl and methamidiphos. Particularly in conditions of poverty, the risk-free use of such pesticides is not possible. BAYER announced more than ten years ago that it would remove from the market all pesticides from hazard class 1, a promise that is being continually broken. The company thus holds responsibility for the poisoning of thousands of agricultural laborers each year.

The hormonal effect of *bisphenol A* has been known for decades. Yet despite this, BAYER – the biggest German producer of this substance – has played down the risks and used its political influence to prevent a ban on risky applications, such as the product's use in babies' bottles or the coatings of tin cans.

On Valentine's Day, BAYER – which produces Levitra – launched a sanctimonious advertising campaign for the erectile drug. Using the slogan "Alarm in German Bedrooms," the campaign states that "90 percent of all men would take an erectile dysfunction drug if their partner asked them to." The accompanying website features not just the peace initiative "Global Orgasm – Peace through Global Ecstasy," but also the photo model Jerry Hall as an ambassador for the product.

Apart from the unintentionally humorous and sexist aspects of the campaign, this is an example of irresponsible advertising for products with significant side effects. Men are encouraged to take erectile dysfunction drugs despite the fact that non-medicinal treatment

methods are available in many cases. The risks are not mentioned anywhere. By stating that 90 percent of all men would not refuse treatment if their wives so desired, the campaign aims to exploit healthy individuals as a target group.

This initiative is the latest in a series of dubious advertising measures for Levitra. In Brazil, BAYER last summer distributed erectile dysfunction pills to soccer fans – without any warning about side effects. In the United States, a television commercial for Levitra was banned due to misleading statements and the lack of information about possible risks. And in Australia, BAYER was called on by *Medicines Australia*, the pharmaceutical industry association, to discontinue a campaign for Levitra.

Counter motion to Item 3: we propose to elect [REDACTED] Business Management Graduate, Düsseldorf, to the Supervisory Board as a stockholders' representative.

Grounds: [REDACTED] has worked with others since 1978 to establish an international network for the democratic oversight of the BAYER Group. He is the founder of *Coalition against BAYER Dangers* and has made public numerous violations by the company against human rights and environmental protection regulations. He is thus predestined for thorough oversight, independent of profit interest, of the Board of Management of BAYER AG.

Pursuant to Sections 125 and 126 of the German Stock Corporation Act (AktG), we request that the stockholders be notified of these counter motions.

For the Board of Management of Coalition against BAYER Dangers

[REDACTED]