

Counter-motion from [REDACTED] for the BAYER Annual Stockholders' Meeting on April 27, 2012

This notice is a convenience translation. For the legally binding document, please refer to the original German version which is published on the Internet at <http://www.hv2012.bayer.de/de/gegantraege.aspx>

[REDACTED]
BAYER Aktiengesellschaft
Gebäude Q 26 (Rechtsabteilung)
Kaiser-Wilhelm-Allee
51368 Leverkusen

March 9, 2012

Annual Stockholders' Meeting on April 27, 2012

I hereby notify you that I 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. I would ask for notification of these counter-motions with the subsequent reasoning in line with §§ 125, 126 AktG.

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

BAYER is carrying out an ever increasing number of dangerous drug trials in the poor countries of the world, because they offer the attraction of a large reservoir of test subjects, low prices, fast procedures and little supervision by the authorities. In India alone, there have been at least 138 fatalities as a result of BAYER's drug trials on humans in the last four years. The Board of Management bears responsibility for this.

More and more pharmaceutical studies are being shifted to emerging countries. India in particular is attractive for these companies because of the low costs, the population's knowledge of English, the vast number of test subjects and lax controls by the authorities.

Currently, western companies are having some 1,900 clinical studies carried out in India with 150,000 test subjects, for which they pay around half a billion euros a year. At the same time, the number of victims is rising from year to year: according to the Indian Health Ministry, more than 1,700 test subjects have died there in the last four years.

Most of these test persons are extremely poor and illiterate. In many cases, the declarations of consent are signed by third parties. Very few of the test subjects are aware of the risks they are taking. The ethics committees responsible for monitoring the trials often only exist on paper.

The BAYER Group, too, has carried out tests on humans in India for many years. BAYER has currently commissioned studies there for the cancer drug Nexavar, the eye medicine VEGF, and the hemophilia drug Kogenate. Trials with the impotence treatment Levitra, the controversial thrombosis product Xarelto, the diabetes drug Glucobay, the hormone coil Mirena, and the X-ray contrast agent Gadovist have recently been concluded.

BAYER also carries out human trials in other countries with large poor populations such as Colombia, Pakistan, Moldova, the Philippines and China.

According to the Indian Ministry of Health, at least 138 test persons have lost their lives in studies commissioned by BAYER during the last four years. Four test persons died from the side-effects of Xarelto alone. BAYER has paid the surviving dependents damages of just USD 5,250 dollars – in Europe and the United States, the damages in such cases can run into millions of dollars.

Experts consider the official figures to be far too low. Dr. Chandra Gulhati from the journal Medical Specialties, which has been documenting developments for many years, writes: "The numbers are much higher because most of the deaths are not even reported. The relatives do not know that the deceased persons were taking part in a study. No investigations are carried out and no post mortem is performed to establish the cause of death."

Even if the official data are incomplete, the figures from the Indian Government clearly contradict the statement made by former BAYER boss Werner Wenning at the Annual Stockholders' Meeting 2010, when he said there had been no serious incidents during clinical studies in India.

The Coalition against BAYER Dangers therefore demands clarification of all the incidents that have occurred during BAYER's drug trials. It wrote to Marijn Dekkers as follows:

We demand that you disclose all the relevant data on clinical studies performed for the BAYER Group in India over the past five years. For each study, please state individually:

- Which product was investigated? / At what dosage?
- Who was entrusted with carrying out the study? Where were the tests performed?
- How many test persons were given the product over what period?
- What side-effects occurred and at what frequency?
- How many fatalities were there?
- What compensation was paid to surviving dependents and injured parties?
- What precautions have been taken to prevent any further incidents?

Despite the great public interest, BAYER has not deemed it necessary to reply to the letter.

In addition, BAYER is contravening the Helsinki Declaration, in which the World Medical Association set binding standards for clinical studies. Among other things, this states: "In medical research, the well-being of the individual test person must have priority over all other interests." BAYER is also breaching the requirement of this declaration that experiments on disadvantaged persons must always also benefit the persons involved, and that, on completion of the trials, the test persons have a right to continue receiving the drugs. Neither of these is the case in India or other emerging countries.

Furthermore, pharmaceutical studies in southern [sic] countries must be performed to the same standards as in Europe or the United States, and the victims or their surviving dependents must receive the same level of damages. This is the only way to make cheap, dangerous studies unattractive.

The Board of Management bears responsibility for the irregularities described here. Its actions should therefore not be ratified.

Further information can be found on the website of the *Coalition against BAYER Dangers*: www.CBGnetwork.org.

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

Since the 1980s, the *Coalition against BAYER Dangers* has repeatedly claimed that pesticides represent an enormous risk for the animal world. The BAYER pesticides GAUCHO and PONCHO are particularly dangerous and are partly responsible for bee mortalities throughout the world. Last year, several large studies were published that once again showed the high risks for bees and wild insects. Despite this, BAYER has not stopped marketing the active ingredients for profit reasons.

Bees are of key importance for the pollination of numerous plants. Bee mortality has far-reaching consequences for global ecology and puts the world's basic food supply at risk.

In December, Dr. Jeffery Pettis, head of the *Bee Research Laboratory* at the U.S. Department of Agriculture, published a long-awaited study. The finding that *pesticide exposure in honey bees results in increased levels of the gut pathogen Nosema* confirms the long-time experience of beekeepers all over the world, namely that minimum sub-lethal exposure to the pesticide GAUCHO leads to honey bees being infested significantly more often by parasites. Parasites such as *Nosema* or *Varroa* reduce the survivability of bee colonies. Contrary to BAYER's repeated assertion, however, parasite infestation is not the cause of bee deaths but is a consequence of the weakening of the insects' immune system by pesticides.

In the same month, a study published in the *Journal of Environmental & Analytical Toxicology* proved that the studies submitted to the authorities by BAYER grossly underestimate the risk of GAUCHO and PONCHO. Toxicologist Dr. Henk Tennekes, one of the authors, calls for a ban on this class of substances to prevent further bee and bird mortalities.

In January 2012, a study entitled *Multiple Routes of Pesticide Exposure for Honey Bees Living Near Agricultural Fields* was published by researchers at Purdue University (U.S.). The study shows that bees ingest pesticides such as PONCHO in several ways, including via pollen, nectar or seed abrasion. The researchers found the toxin in all the examined bees. This refutes BAYER's assertion that bees do not come into direct contact with PONCHO. According to the authors, exposure to the pesticide can either lead to immediate death of the bee or to a loss of orientation and interference with communication among the bees themselves. Because of its high persistence, the active ingredient of PONCHO remains in the soil for many years and accumulates in wild plants such as the dandelion. The dandelion is an important source of food for insects in spring and autumn. The bees are therefore exposed to the toxic substance throughout the year. This chronic exposure has devastating consequences.

Only last spring, the UN Environment Authority published a report on bee mortalities around the world. PONCHO and GAUCHO are listed there as a threat to numerous animals. According to the

Counter-motion from [REDACTED] for the BAYER Annual Stockholders' Meeting on April 27, 2012

report, "Systemic insecticides used to treat seeds migrate from the roots into the entire plant and the flowers. As a result, pollinating insects may be chronically poisoned."

An internal evaluation by the U.S. Environmental Protection Agency (EPA) that was made public in 2010 also describes the studies submitted by BAYER as "inadequate". According to the EPA memorandum, honey bees in particular are at considerable risk. Because the product's registration in the United States is based precisely on these studies, numerous U.S. environmental and beekeeping associations are demanding the registration be withdrawn immediately.

A study entitled *The puzzle of honey bee losses* published by Italian scientists in the same year came to the conclusion that the influence of pesticides on global bee mortalities is currently underestimated, and that researchers who receive payments from the chemical industry systematically underestimate the risks.

Although the problems have repeatedly been brought to BAYER's attention for many years, the company has taken no action purely for profit reasons. The sales of around EUR 800 million are more important to BAYER than protecting the environment. Although the most dangerous uses for PONCHO and GAUCHO have been banned in France, Italy and also in Germany, this does not prevent the BAYER Group from continuing to export the toxic substances to more than 100 countries. In this connection, it is striking that in the latest Annual Report – in contrast to previous years – no sales figures for GAUCHO and PONCHO are shown.

Last year, environmentalists collected 1.2 million signatures in favor of a ban on GAUCHO and PONCHO. The BAYER Group has not reacted to this and thus is tacitly condoning further damage to the animal world.

The Supervisory Board has done nothing to ensure that these dangerous active ingredients are withdrawn from the market to protect nature and biodiversity. For this reason, the actions of its members should not be ratified.

Further information: www.CBGnetwork.org

Sincerely

(Signature)

[REDACTED]

Member of the Board of *Coalition against BAYER Dangers*

Counter-motion from [REDACTED] for the BAYER Annual Stockholders' Meeting on April 27, 2012

This notice is a convenience translation. For the legally binding document, please refer to the original German version which is published on the Internet at <http://www.hv2012.bayer.de/de/gegenantraege.aspx>

[REDACTED]
BAYER Aktiengesellschaft
Gebäude Q 26 (Rechtsabteilung)
Kaiser-Wilhelm-Allee
51368 Leverkusen

March 14, 2012

Annual Stockholders' Meeting on April 27, 2012

I hereby notify you that I 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

Concerns regarding the safety of the anticoagulant Xarelto have not been dispelled. Trials carried out with the drug have resulted in a number of fatalities. Dubious practices are also being used to market the product. There are justified fears that a high-risk, over-expensive product with no additional therapeutic benefit is being forced onto the market. The BAYER Board of Management bears responsibility for this.

The British National Institute for Health and Clinical Excellence (NICE) currently opposes the use of Xarelto by the National Health Service. It recommends it neither for stroke prevention nor for the treatment of deep vein thrombosis.

Advisers from the US Food and Drug Administration (FDA) also came to the conclusion last September that Xarelto offers no additional therapeutic benefit compared with the anticoagulant warfarin (in Germany: Marcumar), which has been in use for many years now. Xarelto is unable to prevent strokes any more frequently than the established,

inexpensive products. Furthermore, no long-term studies exist on Xarelto's side effects. In the opinion of the FDA experts, the studies submitted by BAYER raise questions in particular about the risk of heart attacks and bleeding.

According to a statement by the FDA experts, the study (Rocket-AF) submitted by BAYER shows comparable efficacy between warfarin and Xarelto only because the patients treated with warfarin had not received an optimal dosage. In major orthopedic surgery, patients exhibited a high risk of thromboembolism. Moreover, Xarelto caused more bleeding than established products.

BAYER also wants to use the product as a general therapeutic drug to combat venous thrombosis. However, for this application, too, no evidence has yet been provided that Xarelto has any advantages over the drugs currently in use. The sole aim of the so-called Magellan study, says BAYER, was to demonstrate, for the over 3,400 participants in the study, that Xarelto "was not inferior" to the comparator drug. However, even BAYER says that the product did not display "any consistently positive risk-benefit profile."

BAYER is also currently endeavoring to obtain approval for the follow-up therapy of acute coronary syndrome (ACS). The drug, in combination with another therapy, is said to prevent the renewed formation of blood clots in the coronary arteries. However, the trials also clearly revealed the risks of the drug, as trial subjects taking Xarelto suffered severe bleeding more frequently than those taking the current standard medication.

The approval process for Xarelto was difficult from the very beginning due to the many side effects and unclarified long-term effect. In India, at least four people taking part in the Xarelto trials have died. In each case, BAYER paid the surviving dependents a mere USD 5,250 as compensation. In the United States, therefore, Xarelto will be marketed with a warning that patients should not stop taking the drug without consulting a physician, as there is otherwise an increased risk of strokes occurring.

There are considerable price differences: The present standard drug warfarin costs 25 cents per tablet in the United States, compared with six dollars for Xarelto.

Criticism should also be levied against the marketing practices used for Xarelto. BAYER distributes – unsolicited – samples to general physicians on a considerable scale. This is a clear infringement of the German drugs law. The legislation requires that samples may only be sent on written request. BAYER bypasses the law by enclosing with the sample what looks to be a receipt note, but turns out to be a sample request.

The numerous reports of vascular occlusion, bleeding, cardiovascular problems and liver damage make it inadvisable to use Xarelto on a wide scale for the prevention of stroke. Products that do not offer any advantage compared with older products should on principle not be given regulatory approval.

More detailed information on this can be found on the website of the *Coalition against BAYER Dangers* at www.CBGnetwork.de.

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

BAYER spent nearly EUR 9 billion in the last fiscal year on sales and advertising. This expense item includes the entire gray area of pharmaceutical marketing: Medication samples, continuing education courses for physicians, pharmaceutical sales reps etc. In the same period, only EUR 2.9 billion was spent on research. This demonstrates once again that the high price of medicines is due not to development costs but to the exorbitant amount of marketing. The Board of Management bears responsibility for this.

Stockholders are not given any information on BAYER's sales and marketing expenditures. Even though these expenses swallow up EUR 8.96 billion or a quarter of BAYER's sales, the company will not say what this sum is actually used for. Only eight lines of the 265-page Annual Report are dedicated to this expense item, despite the fact that it is the second-largest item after labor costs. Nowhere in the BAYER figures is the sum broken down further. It is an easy way to conceal enormous amounts of money.

This vast sum of several billion euros hides all the expenses aimed at influencing the public – physicians, politicians, specialist associations, supervisory authorities, the media etc.:

- advertising in newspapers and magazines, TV and electronic media;
- drug samples for physicians, clinics and hospitals;
- expenses for lobbying associations;
- the cost of pharmaceutical sales reps (the cost item covering the expenses for these "door-to-door salespeople" amounts to over EUR 4 billion alone);
- post-marketing observation studies, the results of which generally disappear into a drawer;
- payments to medical associations and self-help groups;
- financing of continuing education and congresses for physicians etc.

The *Westdeutsche Zeitung* newspaper recently made a pertinent comment on the renewed rise in advertising expenses: "It smacks of wheeling and dealing between pharmaceutical companies, physicians and pharmacies."

At the same time, research and development costs fell last year to EUR 2.9 billion. BAYER even closed some of its development departments. This contradicts the statement made by Marijn Dekkers when he took office: "I see my biggest task as increasing our innovative strength" (FAZ on January 21, 2011).

BAYER has now discovered the internet as a new stomping ground for marketing activities, and is putting more and more money into it. Since advertising is banned for prescription drugs, the websites are camouflaged as an "information service". Sites such as *www.pille.com*, however, serve one sole purpose despite giving the appearance of a practical guide: to increase sales of BAYER products.

The dubious site *LoveGent.de* serves the same purpose for the LEVITRA "virility pill." It comes wrapped as a men's magazine, offering relevant articles on topics such as "quickies," "men's toys" or "prostitution" as well as "expert" advice from Dr. Frank Sommer. There is frequent talk of potency pills or impotence drugs – but naturally without any mention of their side effects such as hearing damage, vision problems or temporary loss of memory. Only in the small print there is a reference to the fact that the BAYER subsidiary JENAPHARM is actually responsible for the site.

Another BAYER website with a similar intent to camouflage is *www.testosteron.de*. The job of this site is to establish testosterone deficiency as an apparent illness among men and to sell them the appropriate pills to remedy the situation. In fact, there is no proof that the administration of hormones helps to alleviate age-related disorders, nor have the long-term risks of testosterone treatment been clarified.

In the real world, too, BAYER frequently operates in the gray areas of marketing. BAYER's medical scientists are involved in so-called observation studies, for example with the multiple sclerosis product BETAIFERON. The physicians extract from their patients a few details on the tolerability of the drug and fill out a short questionnaire. The entire procedure is of little scientific value: The data serves only to legitimize payments to physicians and to start the patients on the new medication.

Equally questionable is the sponsoring of self-help groups. Payments are made primarily to groups that BAYER can supply with the relevant drugs, such as associations for diabetes, cancer, hemophilia and multiple sclerosis patients.

Another area of criticism is the massive lobbying with which BAYER is aiming to overturn the EU-wide ban on the advertising of prescription pharmaceuticals. This would result in even more marketing in the guise of "patient information."

The Supervisory Board takes no action to prevent the practice of concealing these marketing expenditures. It also condones questionable advertising methods. For this reason, its actions should not be ratified.

I would ask for notification of the counter-motions and their reasoning in accordance with Sections 125 and 126 of the German Stock Corporation Act (AktG).

(Signature)

[REDACTED]

Counter-motion from Coordination gegen BAYER-Gefahren e.V. for the BAYER Annual Stockholders' Meeting on April 27, 2012

This notice is a convenience translation. For the legally binding document, please refer to the original German version which is published on the Internet at <http://www.hv2012.bayer.de/de/gegenantraege.aspx>

- Coordinadora contra los peligros de la BAYER – Coalition against BAYER Dangers – Coordination contre les méfaits de BAYER –

Coordination gegen BAYER-Gefahren e.V.

For the protection of the environment and secure jobs with BAYER worldwide!

[REDACTED]

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

30 March 2012

Annual Stockholders' Meeting on April 27, 2012

We hereby notify you 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

The BAYER group of companies is causing a great many ecological and social problems for which the Board of Management bears responsibility. Below is a selection of current problem cases. The background to these can be found on the homepage of the *Coalition against BAYER dangers*: www.CBGnetwork.de

BAYER profits from the disastrous conditions in factory farming, where new diseases are constantly emerging. With its animal antibiotic Baytril alone – which is used for the treatment of infectious diseases in cattle, pigs and poultry – the group's latest sales amounted to €166 million. In many animal rearing facilities, injections with Baytril are part of everyday routine, with barely any checks taking place.

More than half of all antibiotics produced globally end up being used in the cattle shed, creating a mass of resistant strains which are detectable in meat after slaughter. Sometimes this danger is lethal.

The active ingredient of Baytril (enrofloxacin) is a fluoroquinolone – like the human antibiotics Ciprobay (ciprofloxacin) and Avalox (moxifloxacin) which are marketed by BAYER. The large-scale use of Baytril has led to common human antibiotics becoming increasingly ineffective.

A study carried out by the European Food Safety Authority (EFSA) in the autumn concluded that the use of antibiotics in animal fattening increases the risk of their being ineffective in humans. For years the World Health Organization (WHO) too has demanded a ban on the large-scale use of antibiotics in animal rearing and has declared the fluoroquinolone group to

[REDACTED]

be "Critically Important Antimicrobials ." Fluoroquinolone resistance is frequently identified in *Campylobacter*, *E. Coli* and *Salmonella* infections in poultry and veal calves.

BAYER still refuses to deal with the group's fateful role in the Third Reich and during the first World War. The most recent example of this is the 150th anniversary of the birth of the former Bayer chief executive Carl Duisberg last September. In World War I, Duisburg, the intellectual father of IG Farben, pushed through the use of poison gas, pursued the deportation of Belgian forced laborers and demanded the annexation of large areas of Eastern Europe. Duisberg was hostile towards the Weimar Republic and organized industry donations to conservative and nationalistic parties and, from 1930 at the latest, also to the Nazi party.

Carl Duisberg was a bitter enemy of trades unions who subjugated morals to business sense throughout his life. Yet on the occasion of the anniversary of his birth, BAYER had wreaths laid on his grave and even praised his "social commitment ." To the present day, BAYER denies its shared responsibility for war and dictatorship.

Recent studies have again shown evidence of the increased potential risk of the contraceptive pills containing the active ingredient drospirenone which are marketed by BAYER: a study published in October came to the conclusion that users had a 75 percent greater risk of thrombosis than women who used older products. The medical records of more than 800,000 American women were evaluated for this on behalf of the U.S. *Food and Drug Administration* (FDA). Two studies recently published in the *British Medical Journal* even came to the conclusion that the risk of thromboembolism caused by drospirenone was 2.3 or 3.3 times higher than the risk caused by drugs containing the hormone levonorgestrel. The Federal Institute for Drugs and Medical Devices (BfArM) also warned in December of the risks associated with contraceptive pills containing drospirenone.

At least 190 women have died in the United States alone after taking the product Yaz, and over 10,000 lawsuits are pending. In view of the unequivocal study conclusions, in January BAYER applied for a postponement of the court actions and held out the prospect of settlements. The lawsuits have now been postponed for three months and in the meantime BAYER has paid compensation to 170 women.

BAYER has so far not approached the women who have been harmed in Germany, however – probably because the courts in this country impose lower penalties. It is unacceptable for BAYER to apply double standards. The women who have been harmed by drospirenone everywhere – or their surviving dependents – must be compensated immediately. They must also be compensated for the cost of rehabilitation and drug products and loss of their earnings.

For reasons of profit, BAYER continues to refuse to withdraw all products containing the active ingredient drospirenone from the market. Sales last year remained almost unchanged at €1.07 billion. Its marketing, which is targeted at girls and young women in particular, also remains unchanged.

It should not be forgotten that contraceptive pills are intended to prevent pregnancy – and older products do this just as reliably as new ones. The serious injuries caused by Yasmin could largely be avoided. The Board of Management bears responsibility for this. BAYER probably reckons that the profits from continued sales are higher than the settlement payouts to more women who suffer injuries in the future.

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

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

The BAYER group of companies is having to pay U.S. farmers over half a billion Euros in compensation. In 2006 the herbicide-resistant rice *Liberty Link 601*, a variety that was not approved for human consumption, found its way onto the global market. The farmers were left sitting on their harvest.

BAYER initially ridiculed those affected, claiming that these outcrossings were an "Act of God." Only as a result of costly lawsuits, which without exception were won by the farmers, was the company forced to reach a settlement.

Yet BAYER is sticking to its plan to import genetically modified rice into the EU. Large-scale cultivation of genetically modified rice would result in an increased incidence of pests in the producing regions, increased use of dangerous pesticides and further genetic contamination. In addition, there is the threat of the loss of locally adapted rice varieties, thereby endangering the security of the food supply. The cultivation of herbicide-resistant rice must therefore be urgently prevented.

The herbicide glufosinate which is associated with *Liberty Link* rice is in addition highly toxic and is therefore being withdrawn from the market in the EU. While BAYER voluntarily gave up the marketing authorization for Liberty (active ingredient: glufosinate) in Germany in the fall, exports of glufosinate in past years have actually increased. A classic example of double safety standards.

BAYER is unashamedly involved in the progressive commercialization of all areas of life. In January, a gigantic BAYER logo was projected on to the north face of the Jungfrau in the Swiss Alps. Not even the status of a Unesco World Heritage Site could protect the mountain from being degraded to advertising space.

Last July, plans for the gigantic coal-fired power station at the BAYER plant in Krefeld were finally stopped. BAYER had vehemently supported the climate killer in the approvals procedure. The many years of opposition from local residents and environmental associations have finally paid off.

The GuD power station which is planned as an alternative, however, is oversized with a capacity of 1.2 gigawatts. Neither the amount of electricity produced, nor the resultant process heat, are needed locally. 90% efficiency is only achieved with small plants that are adapted to local needs.

BAYER emits over 8 million tons of CO₂ annually and is thus one of the greatest polluters in Germany. The Group is challenged to dramatically increase the proportion of renewable energy and to stop using energy-intensive methods of production.

In its search for new pharmaceutical markets, BAYER has discovered "esthetic medicine" and is developing an injection which dissolves fat cells. The substance ATX-101 is intended to reduce the fat of double chins in particular. The risks are unclear, however. It is feared that the fat cells that are destroyed could block blood vessels and cause strokes. The U.S. FDA has warned against injections to treat fat many times.

Lifestyle drugs with an unclear risk profile must be rejected.

H. C. Starck operates a carbon nanotube (CNT) pilot plant on behalf of BAYER in Laufenburg. This is now to be converted to a regular production plant.

The potential risk of CNTs is by and large unknown. The available studies show some worrying characteristics: penetration of biological barriers such as the blood-brain barrier; production of inflammation and cell damage, a risk of thrombosis. Animal studies have also shown that certain nanotubes can promote the development of cancer in a similar way to asbestos fibers. Even BAYER writes in its safety data sheet: "Caution – substance not yet fully tested" and "No toxicology studies available on the product."

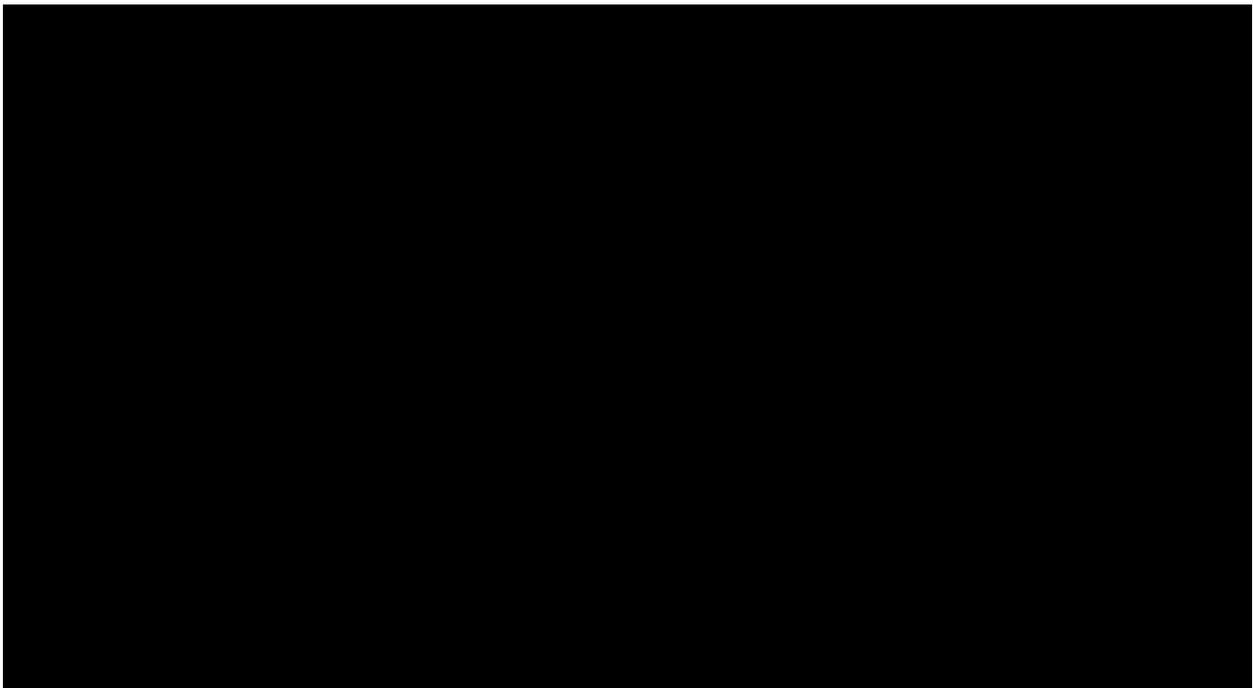
Yet BAYER and H. C. Starck maintain that there is no risk of cancer from the CNTs produced in Laufenburg. However, no scientific studies were submitted in the approvals procedure as evidence of this. Nor are any credible data available concerning particle size distribution, length and diameter of the carbon tubes. The limit value for respiratory air of 50 µg/m³ given by BAYER is not justified by epidemiological data.

Under these circumstances, the permanent operation of the plant in the immediate vicinity of a residential area must be rejected.

We would ask for notification of the countermotions and their reasoning in accordance with Sections 125 and 126 of the German Stock Corporation Act (AktG).

On behalf of the executive board of the *Coordination gegen BAYER-Gefahren e.V.*

(Signed)



This notice is a convenience translation. For the legally binding document, please refer to the original German version which is published on the Internet at <http://www.hv2012.bayer.de/de/gegantraege.aspx>



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

April 6, 2012

Annual Stockholders' Meeting on April 27, 2012

Ladies and gentlemen:

I herewith propose the following countermotion to item 5 on the agenda:

Article 12 of the Articles of Incorporation shall be amended as follows:

Each member of the Supervisory Board shall receive a monthly remuneration of €2,000.

Reason:

This fixed remuneration represents appropriate and adequate compensation for the work and expenses of the members of the Supervisory Board.

This provision also addresses the purpose of ensuring the independence of this supervisory body.

Sincerely,

[Signature]

This notice is a convenience translation. For the legally binding document, please refer to the original German version which is published on the Internet at <http://www.hv2012.bayer.de/de/gegenantraege.aspx>



Bayer Aktiengesellschaft

Building Q 26 (Legal Department)
Kaiser-Wilhelm-Allee 20
51368 Leverkusen

April 11, 2012

Counter-motion for the Annual Stockholders' Meeting on April 27, 2012

I hereby notify you that I will oppose the proposals of the Board of Management and the Supervisory Board as regards Item 2 of the Agenda, and will induce the other stockholders to vote in favor of the following counter-motion. I request notification of this counter-motion and the reasons for it pursuant to Sections 125, 126 of the German Stock Corporation Act (AktG).

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

The reasons: Bayer does not publish the specific measures taken in its animal testing laboratories and in the contract laboratories it works with to comply with its own "Principles for animal welfare and animal studies" and with the relevant national animal welfare legislation.

These principles state that the company only works with external laboratories if their manner of operating is consistent with the aforementioned principles¹. Compliance is monitored using special questionnaires. However, Bayer publishes neither the questionnaires nor the specific criteria that such external laboratories are required to satisfy. It is also not possible to discover how often contract laboratories are inspected nor what sanctions Bayer threatens to impose on the laboratories, not only if Bayer's own animal welfare principles are not upheld but also in the case of massive violations of prevailing animal welfare legislation, as was the case last year at U.S laboratory PLRS, which also counts Bayer among its customers. Legal action has now been taken against former employees of this laboratory for cruelty to animals².

Nevertheless, Bayer has not since published stricter measures for ensuring that it does not work with such laboratories in the future.

The "Principles for animal welfare and animal studies" also state that the animals used in experiments are kept "under appropriate conditions"³ and that animal welfare requirements are "exceeded in many cases."⁴ However, Bayer does not publish what this means exactly and in which cases which requirements have been exceeded, for example. It is also stated that the animals' environment is "in accordance with recognized scientific principles"⁵ but not which principles these are.

According to Bayer's principles, an animal welfare officer and various regional institutions monitor compliance with the animal welfare principles⁶ but Bayer does not publish an annual report by these institutions which clearly shows which specific measures have been taken, whether problems have been identified and how these have been overcome.

Bayer has an ethical obligation to ensure that no animal in a Bayer laboratory or in a laboratory acting on behalf of Bayer suffers cruelty, neglect or mistreatment. However, Bayer has not taken adequate steps to meet this obligation. The Board of Management bears the responsibility for this and its actions should therefore not be ratified. You will find further information on the website of *People for the Ethical Treatment of Animals* at www.peta.de.



¹ <http://www.animalstudies.bayer.com/en/bayer-principles.aspx>

² <http://www.peta.org/features/professional-laboratory-and-research-services.aspx>

³ <http://www.animalstudies.bayer.com/en/bayer-principles.aspx>

⁴ <http://www.animalstudies.bayer.com/en/bayer-principles.aspx>

⁵ <http://www.animalstudies.bayer.com/en/bayer-principles.aspx>

⁶ <http://www.animalstudies.bayer.com/en/bayer-principles.aspx>