

Following E.U. Commission's approval:

FTC gives the green light for Bayer to acquire Aventis CropScience

Leverkusen – The U.S. antitrust authority, the Federal Trade Commission (FTC), approved Bayer AG's acquisition of Aventis CropScience (ACS) subject to certain conditions. Clearance had already been given by the European Commission on April 17, 2002.

"We're glad that closing – the actual transfer of the business – can now take place very soon," said Dr. Jochen Wulff, designated Management Board Chairman of Bayer CropScience. "The important thing now is to quickly and efficiently integrate the ACS operations with Bayer's crop protection business and to foster employee and customer awareness of our new corporate identity as Bayer CropScience."

The FTC's approval is conditional upon the divestment or outlicensing of a number of products marketed in the United States.

The conditions regarding the insecticide fipronil are largely the same as those imposed by the E.U. Commission. The global business in fipronil for agricultural uses must be divested. Bayer may market the product for non-agricultural uses through a co-exclusive license, except in Europe. Like the European Commission, the FTC also requires that Bayer divest the insecticide acetamiprid in Europe and North America.

In addition, the wheat herbicide Everest must be divested, and Bayer's cotton defoliant Folex®, previously sold through ACS, must now be marketed by a third party.

The conditions imposed by the European Commission and the FTC relate to a total sales volume of 650 to 700 million euros. Says Dr. Wulff: "These

negotiated divestments will of course have an impact on our baseline, but it will be limited and will not interfere with our strategic goals for Bayer CropScience.”

Leverkusen, May 31, 2002

Forward-Looking Statements

This news release contains forward-looking statements based on current assumptions and forecasts made by Bayer Group management. Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. These factors include those discussed in our public reports filed with the Frankfurt Stock Exchange and with the U.S. Securities and Exchange Commission (including our Form 20-F). The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.