

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.hv2008.bayer.de/de/gegenantraege.aspx>.

Christiane Schnura, Schweidnitzer Str. 41, 40231 Düsseldorf

Christiane Schnura, Schweidnitzer Str. 41, 40231 Düsseldorf
Bayer Aktiengesellschaft
Building Q26 (Legal department)
Kaiser-Wilhelm-Allee
51368 Leverkusen

March 10, 2008

Countermotion to the Annual Stockholders' Meeting on April 25, 2008

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 countermotion:

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

There are regular spills of hazardous chemicals at BAYER's US plant in Institute, West Virginia. Nowhere in the United States are larger quantities of the highly toxic chemical MIC produced and stored.

Considerable risks emanate from the plant. The Board of Management of BAYER is responsible for this.

The most recent incident in Institute occurred on December 28, 2007, when several drums containing the pesticide thiodicarb burst. Dozens of residents had to be treated for headache and respiratory problems, and at least one of them remained in hospital. The president of the administrative district of Kanawha County, where Institute is located, criticized BAYER's handling of the spill: "BAYER's response after the accident was absolutely abysmal. The published information was completely inadequate. Nobody knew what had to be done."

Only a few days later, the company played down the incident and spoke of an "unpleasant smell with no health hazards". In reality, however, thiodicarb is one of the most dangerous pesticides in existence. The World Health Organization (WHO) describes the active ingredient as extremely toxic and potentially carcinogenic. Thiodicarb has been banned in the EU. Last year, 154 organizations from 35 countries called on BAYER to stop selling all pesticides of the highest hazard category, including thiodicarb.

In the 1980s, the factory in Institute belonged to the firm UNION CARBIDE and is regarded as the "sister plant" to the infamous factory in Bhopal, India. In December

1984, 30 tons of methyl isocyanate (MIC) leaked from the Bhopal plant, and at least 15,000 people fell victim to the worst chemical accident in history.

After the catastrophe in India, public attention focused on the pesticides factory in Institute, because large quantities of MIC were also stored there and the same "safety" regulations applied as in Bhopal. Despite all the assurances by the company management that no dangers emanate from the factory, there was a major incident in Institute in August 1985 when around two tons of toxic chemicals, including the very dangerous pesticide aldicarb, floated in a burning cloud over the residential area near the factory. More than 300 residents had to be treated in hospital.

The next major incident happened in August 1994 when an explosion destroyed part of the pesticides production plant. One worker was killed immediately, and at least another died later from the consequences. The Occupational Safety and Health Authority (OSHA) imposed a fine of 1.7 million dollars for "willful violation of safety regulations."

BAYER took over ownership of the factory in 2001 as part of the acquisition of Aventis CropScience. Whereas the volume of supertoxic agents like phosgene and MIC stored at the German BAYER plants was reduced following the Bhopal catastrophe, the tanks in Institute remained as they were. Today, Institute is the only place in the United States where MIC is produced and stored in large volumes. At least twice the amount of MIC that escaped in Bhopal is constantly present in the factory. The plant management refuses to give any precise details. Between five and fifty tons of the toxic gas phosgene, which was deployed in the First World War, are also stored at the factory. A worst-case scenario analysis in 1994 came to the conclusion that, in the event of a Maximum Credible Accident (MCA), cases of fatal poisoning could occur over a radius of several kilometers.

Even in normal operation, large volumes of hazardous substances are released from the factory. According to the US Environmental Protection Agency (EPA), the plant released more than 300 tons of chemicals and pollutants into the air in 2006, including 200 kg of MIC, 50 kg of thiodicarb, four tons of chlorine and several kilograms of phosgene. The plant accounts for 90% of the stored MIC and 95% of the MIC emissions in the whole of the United States.

The BAYER Board of Management bears responsibility for the high pollutant emissions, the frequent occurrence of incidents and the constant risks caused by the storage of MIC and phosgene. For this reason, the actions of the members of the Board of Management should not be ratified.

Detailed information on incidents at Bayer can be found on the homepage of the *Coalition against Bayer Dangers* at www.CBGnetwork.de/476.html.

We would ask for notification of this countermotion with the subsequent reasoning in line with §§ 125, 126 AktG.

Signed

Christiane Schnura

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.hv2008.bayer.de/de/gegenantraege.aspx>.

Axel Köhler-Schnura, Schweidnitzer Str. 41, 40231 Düsseldorf

Axel Köhler-Schnura, Schweidnitzer Str. 41, 40231 Düsseldorf
Bayer Aktiengesellschaft
Building Q26 (Legal department)
Kaiser-Wilhelm-Allee
51368 Leverkusen

March 11, 2008

Counter-motion to the Annual Stockholders' Meeting on April 25, 2008

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:

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

The BAYER Group's plans to convey highly toxic carbon monoxide (CO) between the Dormagen and Krefeld plants by pipeline through the middle of a densely populated area are causing great concern among the population. The project is without parallel. The Government District President of Düsseldorf admits that "there is no extensive documentation about long-distance pipelines for carbon monoxide, because hardly any such pipelines exist anywhere in the world."

The hazard situation is more clear-cut. An expert report from the town of Ratingen came to the conclusion that more than 100,000 residents would be endangered by a fracture in the pipeline. "If anything happens here, half of Hilden will be knocked out," says a member of the firefighting department responsible for emergency management. Monheim's Mayor, Thomas Dünchheim (CDU), puts it even more drastically, and speaks of a "death strip" along the pipeline. Vigils and rallies are regularly being organized along the route, and more than 80,000 protest signatures have since been collected. Both the CDU and the SPD take part in the local protests.

In an earthquake-endangered area such as the region along the Rhine, damage to the pipeline and even a complete fracture are not unthinkable. Damage due to corrosion, construction work, a plane crash or terrorist attack are also possible. The towns of Monheim, Hilden, Erkrath and Langenfeld have therefore already filed an action against the project.

The higher risk for the residents and the necessary compulsory purchases are justified by BAYER and the Regional Government by "benefits for the public good". In fact, these advantages do not exist. Construction of the pipeline is based exclusively on BAYER's profit interests, because the aim of the planned pipeline is simply to

provide better capacity utilization of the plants in Dormagen and Krefeld. Instead of conveying carbon monoxide along a 67 km pipeline, BAYER could just as easily build a modern CO production plant in Krefeld. This would, on the one hand, result in a reduction in the emission of greenhouse gases and, on the other, completely eliminate the risks to residents living near the pipeline. Because of the higher costs, however, BAYER has until now disregarded this solution.

On top of this, BAYER's promise to safeguard jobs is neither proven nor guaranteed. On the contrary, the more probable outcome is that, after the pipeline has gone into operation, the CO production plant in Krefeld will be closed and jobs lost. This is because, in Krefeld, BAYER has been using an outdated, energy-intensive technology for carbon monoxide production. In November 2006, in fact, the plant had to be closed for several weeks because of a fire. Just how little the save-the-jobs argument can be trusted is also proved by the announcement by Bayer MaterialScience – the party commissioning the pipeline – that it will eliminate one tenth of the workforce despite posting record profits last year. This means that 1,500 jobs will be lost worldwide.

In the opinion of the *Coalition against BAYER Dangers* and other initiatives, no legal basis exists for the project. The compulsory purchases and the danger to the population cannot be justified by higher profits for Bayer. The construction of the pipeline would also be a dangerous precedent, because in future other companies could, in similar circumstances, refer to the authorization granted to BAYER. I therefore demand an immediate stop to the construction work and the compulsory purchase proceedings. The outstanding authorization to operate the pipeline must not be granted.

The legal interpretation by the pipeline critics was confirmed in mid-December by the Higher Administrative Court in Münster. This Court banned operation of the pipeline. The judges decided that no explanation was given in the Expropriation Law of the extent to which the general public would benefit from the private interests of the BAYER Group. The Court's decision cannot be challenged before a decision is taken in the main trial, and the case is likely to extend over several years.

Despite the unambiguous vote by the Higher Administrative Court and despite widespread concern among the general public, the BAYER Group refuses to stop building the pipeline. The Board of Management bears responsibility for this, which is why the action of its members should not be ratified.

We would ask for notification of this countermotion with the subsequent reasoning in line with §§ 125, 126 AktG.

Signed

Axel Köhler-Schnura

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.hv2008.bayer.de/de/gegenantraege.aspx>.

Coordination gegen BAYER-Gefahren e. V. , Postfach 150418, 40081 Düsseldorf

Coordination gegen BAYER-Gefahren e. V. , Postfach 150418, 40081 Düsseldorf
Bayer Aktiengesellschaft
Building Q26 (Legal department)
Kaiser-Wilhelm-Allee
51368 Leverkusen

March 11, 2008

Countermotion to the Annual Stockholders' Meeting on April 25, 2008

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 countermotions:

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

Reasoning: The Bayer Group again violated the rules of responsible corporate management in the last fiscal year. The Board of Management is responsible for this.

A selection of the most recent examples is given below. Further information can be found on the homepage of the *Coalition against BAYER Dangers at: www.CBGnetwork.de*, More information can be requested from CBGnetwork@aol.com.

- Only after intervention by the *Federal Institute for Drugs and Medical Devices (BfArM)* did BAYER stop marketing its heart surgery drug, Trasyolol in November 2007. Although the risks of Trasyolol had been known for a long time, the management stood by the drug to the bitter end. According to physician Dr. Dennis Mangano, halting sales in good time could have saved the lives of at least 22,000 patients. Mangano showed two years ago that Trasyolol causes an above-average number of severe side-effects such as kidney damage, heart attacks and strokes. Quite recently, it became known that BAYER had commissioned a study back in the 1970s that showed a risk of kidney damage. However, the results landed in a drawer. At the beginning of the 1980s, BAYER was told of the risks yet again, but continued to market Trasyolol regardless of the consequences.
- Waste incinerators for steam production are to be built at BAYER's Brunsbüttel and Dormagen plants. In Brunsbüttel alone, over 370,000 tons of waste will go up

in smoke every year. The plants are not needed for the disposal of domestic refuse and will, at some time or other, incinerate waste from abroad. The planned filtering technology – a dry process of flue gas purification – is well below the best available technology. The plants would therefore release large quantities of dust, heavy metals, fluorocarbons and CO₂ into the atmosphere. The construction of more and more new waste incinerators will inhibit the start-up of an ecologically useful recycling system. In Brunsbüttel alone, objections have been received from more than 3,000 residents.

- Together with the firm Trianel, BAYER still wants to build a coal-fired power plant in Krefeld-Uerdingen. This would emit 4.4 million tons of CO₂, 4,000 tons of sulfur dioxide and 4,000 tons of nitric oxides every year. What is new is that there are also plans to build coal-fired power plants at BAYER's Antwerp and Brunsbüttel plants. All three power plants are to be fired with imported coal, which means that there will be additional emissions through the transport. The construction of these climate killers would mean the permanent introduction of environmentally damaging power generating plants over a period of several decades. BAYER is thus nullifying its bold promise of wanting to "set new standards in climate protection". Last November, BAYER organized a press conference on the subject of climate protection. The fact that this was nothing more than a show is evident from the fact that not a single word was mentioned about the planned coal-fired power plants.
- The BAYER Group is one of the few western companies that do business in Burma despite the catastrophic human rights situation there. BAYER has a subsidiary in Rangoon and is planning trials there with hybrid rice. BAYER manager Harald Printz said: "I don't know when the country will open up, but we are well-prepared. We believe that, if we carry on over the years, we will later be rewarded with a good market position, even if it takes 20 years." Economic activity in Burma is impossible without cooperating with the military regime, which means legitimizing and financing the military junta. The statement made by Printz shows that BAYER does not even stop at collaborating with the Burmese dictators over the long term. Particularly against the background that BAYER has, in the past, entered into a number of cooperation agreements with repressive regimes – starting with the close ties with the Third Reich and including collaboration in business with the South African Apartheid regime and military dictatorships in South America – there is no justification for BAYER to do business in Burma.

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

Reasoning: The Supervisory Board does not adequately fulfill its functions of overseeing the work of the Board of Management, and its actions should therefore not be ratified. Below are some examples of an irresponsible corporate policy that is tolerated by the Supervisory Board:

- Cartels involving BAYER have yet again been exposed: In January, a report from the World Bank proved that BAYER had fixed prices for pesticides in India as part of an anti-malaria program. Also in January, the Antitrust Agency imposed fines on BAYER and other pharmaceutical companies after they were found to have

excluded competitors in the marketing of OTC products. In January and December, two other cartels became known in the rubber segment, whereupon BAYER paid a fine of 29 million euros. Back in October, the Antitrust Agency searched BAYER offices because the company had granted pharmacies generous discounts. In return, the pharmacies had been induced to keep to the "recommended" BAYER prices and to desist from any price reductions. A list of cartels involving BAYER can be found at: www.cbqnetwork.de/2355.html

- Through the takeover of Schering, BAYER has become the world's largest supplier of contraceptives and hormones. The former doping firm, Jenapharm, from the former East Germany is now also part of the Group. In advertising campaigns, BAYER is constantly launching new initiatives on the subjects of family planning and sexuality. The company sponsors Internet forums, finances international campaigns such as the "World Contraception Day", commissions surveys and launches initiatives such as *Family Planning International*.
The reasons for this commitment given on the BAYER homepage sound – like statements given by critics of globalization – as if they have been cribbed from other sources ("fighting worldwide poverty, protecting the environment, making globalization more just"). In fact, however, it seems to be more a case of BAYER trying to establish hormone products throughout the world as a standard contraceptive, because the profits are enormous: The "pill" is BAYER's biggest-selling pharmaceutical with annual sales of over one billion euros. Through the profusion of marketing campaigns, the side-effects – some of them severe, like thrombosis, embolism, depression, breast cancer – are being pushed into the background. Millions of women are at risk, most of them unwittingly.
- BAYER also wants to establish hormone therapies for men – at vast advertising expense. As possible indications for testosterone treatment, BAYER lists an increase in stomach fat, reduced libido, hair loss and a decrease in bone density – all symptoms that were regarded as normal aging phenomena five years ago. Websites such as www.testosteron.de, which are managed by BAYER's advertising department, promise a "decisive improvement in men's quality of life and health". On the other hand, there are no long-term studies whatsoever on the risks of testosterone treatment. Shorter-time studies, however, came up with an indication that testosterone products encourage prostate cancer and can damage the liver. Physicians warn against intervening in the hormone balance without sufficient medical reason.
- Last August, the Agricultural Ministry of the State of North-Rhine Westphalia came across genetically modified rape seed that is not approved in Germany. Despite this, the seed was sown on an area of 1,500 hectares. The contamination is due to a herbicide-resistant product from BAYER CropScience. As in the United States, where conventionally grown rice was contaminated by a herbicide-resistant type from BAYER in 2006 and was subsequently distributed on the worldwide market, the contamination of the rape is probably due to field trials carried out many years ago. BAYER refuses to accept liability for the damage. This case shows once again that genetic engineering in agriculture inevitably leads to contamination of conventional seeds. Despite this, BAYER is pushing into new markets. In Australia, BAYER wants to cultivate genetically modified

rape, while the company has also applied for import permits from the EU for genetically manipulated rice and rape.

- A campaign organized by the *Coalition against BAYER Dangers* and other initiatives have resulted in a ban on the incineration of Australian toxic waste in BAYER plants. However, the company refuses to declare all waste imports according to origin and content. BAYER had admitted to incinerating hazardous waste from 300 companies from Germany and abroad even though the facilities had originally only been approved for waste from the BAYER plants. It is unacceptable that such a densely populated country as Germany, which already has a high level of environmental pollution, should become the target for the transport of toxic waste.

We would ask for notification of these countermotions with the subsequent reasoning in line with §§ 125, 126 AktG.

On behalf of the *Vorstand of Coordination gegen BAYER-Gefahren e.V.*,

Philipp Mimkes