



Bayer AG Stockholders' Meeting on April 25, 2008

Information on Attending the Meeting and Voting

Non-domestic shareholders of Bayer AG who do not intend to attend the meeting and to vote in person, should continue to use the established processes with their custodian bank.

If you have additional questions regarding the voting process, please contact your custodian bank.

Dear Stockholders,

To vote at our Stockholders' Meeting in person, you will need an admission card, which is available on request from your depository bank. Please notice the relevant deadlines that are indicated in the Notice of the Stockholders' Meeting. You should request your admission card from your depository bank as soon as possible to make certain that you receive it in good time.

You can cast your vote in one of three ways:

- By attending the Stockholders' Meeting in person or by authorizing someone else to represent you at the Meeting;
- Via the Internet, by submitting your proxy and voting instructions to the proxies designated by the company;
- By submitting your written proxy and voting instructions (by mail) to the proxies designated by the company.

To ensure the smooth and efficient running of the Stockholders' Meeting and to guarantee that your vote is cast properly, please read the following information:

If your depository bank offers to cast your vote for you, you must issue a proxy to your bank, in which case you do not need to request an admission card.

1. Attending the Meeting in person or appointing a proxy to attend on your behalf

If you plan to attend the Meeting in person or to give written authorization to a proxy to attend the Meeting on your behalf, you or your proxy must present the top portion of the admission card at the Voting Ticket Distribution Point (“Stimmkartenausgabe”) at Congress-Centrum Nord Koelnmesse, Cologne. If you are sending a proxy, please complete the proxy form printed on the reverse of the top portion of the admission card and give it to your proxy. At the Voting Ticket Distribution Point, you or your proxy will be given the requisite voting tickets in exchange for the admission card. In order to accurately record attendance at the Meeting, please make sure that you or your proxy presents all the admission cards in your/his/her possession.

The doors of the Meeting venue will open at 8:00 a.m. (CEST). Security measures will be in effect. Please allow sufficient time and remember that these measures are for your own protection.

2. Issuing a proxy and voting instructions to the proxies designated by the company

If you are not planning to attend the Meeting in person and do not want to appoint a proxy to attend the Meeting, you may also appoint one of our company’s proxies to vote on your behalf. The company has designated the following employees of Bayer AG as proxies: Claudia Linder, Attorney at Law, Leverkusen, and Dr. Armin Buchmeier, Attorney at Law, Leverkusen. The proxies may only cast your vote on the basis of your proxy if you give them explicit instructions on how you wish to vote on each item on the agenda. The proxies are required to vote in accordance with your instructions.

Please note that if you vote via the proxies designated by the company, you may not participate in voting on motions on the procedure of the Stockholders’ Meeting, on counter-motions submitted at the Stockholders’ Meeting, or on other motions that were not submitted in advance of the Stockholders’ Meeting. The proxies also cannot accept any comments or questions from stockholders submitted via the Internet.

2.1. Submitting a written proxy and voting instructions by mail

To issue a written proxy and voting instructions to the proxies designated by the company, please use the form on the bottom portion of the admission card that was sent to you. Complete this form with your instructions and make sure you sign it before returning it to us.

Completed and signed forms must be sent to arrive **no later than April 23, 2008** at the following address:

*Bayer AG, c/o Computershare-HV-Services AG, Hansastraße 15,
80686 München, Germany*

2.2. Electronic submission of proxy and voting instructions via the Internet

You can also use the Internet to submit your proxy and voting instructions to the proxies designated by the company. Your proxy and voting instructions should be submitted as soon as possible, although they must be received **no later than 12 noon (CEST) on April 24, 2008**.

Registering in the system for electronic submission of proxy and voting instructions

You can use our Internet-based system to submit your proxy and voting instructions electronically. Beginning **April 11, 2008**, you can access this system via our website at **www.asm2008.bayer.com**. The link will take you to the Internet-based system. First enter the five-digit number that appears on your admission card, as well as the control number that is printed next to it.

Admission card no./control no.

To continue the dialogue, click NEXT. Then enter your personal information such as your surname, forename, address and the number of shares you own in the fields that appear on the next screen.

Make certain to enter the required information in the corresponding fields exactly as it appears on your admission card, even if your name or a portion of your address is incorrectly spelled on the admission card. Please do not enter your title, i.e. Mr., Mrs., Dr. etc., in the "Surname" or "Forename" field. After you have verified that the information you have entered is correct, click REGISTER. You will then be assigned an eight-digit personal access code, which you should either write down or print out. You will need this access code, together with the number and control number printed on your admission card, each time you wish to enter the system. Then click NEXT and confirm your acceptance of the Terms and Conditions of Use of the site, as well as the Limitation of Liability.

On the next screen, you can submit your proxy and voting instructions. You have the option of either voting in accordance with management's recommendations or casting an in-

dividual vote. To vote, click YES, NO or ABSTAIN. After you have entered all your voting instructions, click CONFIRM INSTRUCTIONS.

The next screen gives you an opportunity to check your instructions. If you have entered your instructions correctly, click SUBMIT PROXY VOTING INSTRUCTIONS. If you would like to make changes, click CHANGE INSTRUCTIONS. The next screen presents confirmation of your instructions and can be printed out for documentation purposes.

Retracting/changing proxies and voting instructions submitted electronically

You can retract or change your proxy or voting instructions after submission. You can re-access the system for electronic submission of proxy and voting instructions by entering the number printed on your admission card, the control number and the personal access code you were assigned when you first registered in the system. Retractions and changes must also be received **no later than 12 noon (CEST) on April 24, 2008**.

Technical requirements

To use the Internet based system for electronic submission of proxy and voting instructions, your browser must support 128 bit SSL encryption.

3. Live Internet broadcast of the Stockholders' Meeting

The address delivered by the Chairman of the Management Board to the Stockholders' Meeting on **April 25, 2008** will be broadcast live on the Internet at **www.asm2008.bayer.com** beginning at approx. 10:15 a.m (CEST).

4. Stockholders' counter-motions

If stockholders submit counter-motions relating to the agenda of our Stockholders' Meeting, the text of these counter-motions will be published under "Counter-motions" at **www.asm2008.bayer.com**.

5. Terms and Conditions/Limitation of Liability

Proxies issued to the proxies designated by the company

(1) Even after you have issued a proxy (in writing or electronically) to the proxies designated by the company, you can still use your admission card to attend the Stockholders' Meeting in person. If the stockholder in person or a third party authorized by the stockholder registers attendance at the Stockholders' Meeting at one of the registration desks at Congress-Centrum Nord Koelnmesse, Cologne on April 25, 2008, this shall be deemed a re-

traction of the proxy and voting instructions issued to the proxies designated by the company.

(2) If you submit a proxy and voting instructions to the proxies designated by the company both by mail and electronically via the Internet, we will consider the Internet instructions binding, regardless of the date on which the written proxy is received.

(3) If the proxies designated by Bayer AG have a proxy form but no voting instructions, the proxies cannot represent you in the Stockholders' Meeting.

(4) If you issue your proxy to the proxies designated by the company, the proxy's name will be recorded in the attendance list at the Stockholders' Meeting.

Use of the Internet service

When you receive your admission card, make certain that the envelope is unopened and undamaged and carefully record the personal access code you are assigned the first time you register in the proxy voting system. If you suspect unauthorized use or misuse of your access code, you can have your current personal access code blocked by calling our Technical Hotline at the number indicated in the Internet-based proxy voting system. You will then be assigned a new personal access code.

Given the current status of Internet technology, there may be fluctuations in and disruptions to the stability and availability of the Internet-based proxy voting system for the Stockholders' Meeting on April 25, 2008. Neither Bayer AG nor your proxies have any influence on the availability, operation, stability or reliability of the telecommunications system or of third-party Internet services. If, in spite of all the security precautions we have taken, we determine that there has been unauthorized tampering with the data stored or processed in accordance with the German Federal Data Protection Act for Internet voting, we reserve the right to interrupt use of the system without notice or to discontinue the service prematurely. In that case, proxies and voting instructions submitted via the Internet will only be taken into consideration if it can be guaranteed that they have not been tampered with.

Limitation of Liability

We assume no guarantee or liability for the operation, availability, stability or reliability of the Internet-based proxy voting system, or for access to the system, including for third-party Internet services and network components used. Likewise, we assume no responsibility for faults, defects or malfunctions in the hardware and software used for Internet proxy vot-

ing, including the hardware and software of the service providers used, other than in cases of malicious intent or gross negligence.

Data protection notice

Your data will be acquired, stored, processed and used exclusively for Internet proxy voting. German securities legislation requires that we retain this data for three years.

Leverkusen, February 2008

Bayer AG