



Bayer AG Financial Statements

2023

Health for all, Hunger for none

The Management Report of Bayer AG is combined with the Management Report of the Bayer Group. The Combined Management Report is published in Bayer's Annual Report for 2023. The financial statements and the Combined Management Report of the Bayer Group and Bayer AG for fiscal 2023 have been sent to the operator of the Company Register and are accessible via the Company Register website.

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Income Statements

| € million | Note | 2022 | 2023 |
|---|------|----------------|----------------|
| Net sales | [1] | 16,470 | 15,961 |
| Increase or decrease in inventories of finished goods and work in process | | 5 | 202 |
| Other own work capitalized | | 7 | 24 |
| Other operating income | [2] | 4,294 | 3,731 |
| Costs of materials | [3] | (11,597) | (11,204) |
| Expenses for raw materials, supplies and purchased goods | | (4,632) | (4,508) |
| Expenses for purchased services | | (6,965) | (6,696) |
| Personnel expenses | [4] | (3,431) | (2,340) |
| Wages and salaries | | (2,346) | (2,006) |
| Social expenses and expenses for pensions and other benefits | | (1,085) | (334) |
| <i>of which for pensions</i> | | (811) | (56) |
| Write-downs | [5] | (185) | (121) |
| Other operating expenses | [6] | (8,637) | (7,580) |
| Operating income | | (3,074) | (1,327) |
| Income from investments in affiliated companies – net | [7] | 9,257 | 7,126 |
| Interest income/expense – net | [8] | (1,199) | (622) |
| Other financial income/expense – net | [9] | (27) | 22 |
| Nonoperating income | | 8,031 | 6,526 |
| Income taxes | [10] | (183) | (24) |
| Other taxes | | (10) | (25) |
| Income after taxes/net income | | 4,764 | 5,150 |
| Allocation to other retained earnings | | (2,382) | (2,575) |
| Distributable profit | | 2,382 | 2,575 |

Statements of Financial Position

| € million | Note | Dec. 31, 2022 | Dec. 31, 2023 |
|---------------------------------------|------|----------------|---------------|
| ASSETS | | | |
| Noncurrent assets | | | |
| Intangible assets | [11] | 320 | 335 |
| Property, plant and equipment | [12] | 41 | 53 |
| Investments | [13] | 82,438 | 85,069 |
| | | 82,799 | 85,457 |
| Current assets | | | |
| Inventories | [14] | 2,824 | 3,061 |
| Receivables and other assets | | | |
| Trade accounts receivable | [15] | 2,084 | 1,816 |
| Accounts receivable from subsidiaries | [16] | 5,388 | 1,525 |
| Other assets | [17] | 426 | 680 |
| | [18] | 7,898 | 4,021 |
| Marketable securities | [19] | 3,652 | 1,328 |
| Cash and cash equivalents | | 3,621 | 3,009 |
| | | 17,995 | 11,419 |
| Deferred charges | [20] | 185 | 193 |
| Surplus from offsetting | [21] | 127 | 131 |
| | | 101,106 | 97,200 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| | [22] | | |
| Capital stock | | 2,515 | 2,515 |
| Capital reserves | | 18,845 | 18,845 |
| Other retained earnings | | 9,508 | 12,107 |
| Distributable profit | | 2,382 | 2,575 |
| | | 33,250 | 36,042 |
| Provisions | | | |
| Provisions for pensions | [23] | 3,676 | 3,232 |
| Other provisions | [24] | 3,271 | 2,228 |
| | | 6,947 | 5,460 |
| Other liabilities | | | |
| Bonds | [25] | 14,550 | 17,911 |
| Liabilities to banks | | 3,009 | 27 |
| Down payments received on orders | | 44 | 3 |
| Trade accounts payable | [26] | 2,164 | 2,118 |
| Payables to subsidiaries | [27] | 40,579 | 34,814 |
| Miscellaneous liabilities | [28] | 521 | 803 |
| | [29] | 60,867 | 55,676 |
| Deferred income | [30] | 42 | 22 |
| | | 101,106 | 97,200 |

Notes

Accounting Policies

The financial statements of Bayer AG, Leverkusen, Germany (which is entered in the commercial register of the Local Court of Cologne, Germany, HRB 48248), are prepared in accordance with the German Commercial Code (HGB), the Stock Corporation Act (AktG) and the German Energy Industry Act (EnWG).

Business lease agreements exist between Bayer AG on the one hand, and Bayer Pharma AG and Bayer CropScience AG – the former parent companies of the respective divisions – on the other. Bayer AG as lessee manages these two companies' operational businesses on the basis of these agreements. The agreements were initially concluded as of 2017 for a term of one calendar year and are each extended by successive periods of one year unless written notice of termination effective as of the end of the preceding year is given six months in advance by either party. As of 2023, none of the parties had terminated the agreements.

Bayer AG is a generator and supplier of utilities at multiple locations and thus an energy utility as defined in Section 3, No. 18 of the EnWG. Since utility supply networks are operated by a subsidiary in addition, Bayer AG also constitutes a vertically integrated energy utility under Section 3, No. 38 of the EnWG.

Certain items in the income statement and statement of financial position are combined for the sake of clarity; they are explained in the Notes. Likewise for reasons of clarity, "of which" information required for certain items in the financial statements is presented in the Notes only. Financial income and expenses whose disclosure is not covered by a legally required item are reported under other financial income or expense.

A declaration of compliance with the German Corporate Governance Code has been issued pursuant to Section 161 of the German Stock Corporation Act (AktG) and made permanently available to stockholders online as part of the Declaration on Corporate Governance pursuant to Section 289f of the German Commercial Code (HGB). It can be downloaded from www.bayer.com/en/investors/corporate-governance.

As the parent company, Bayer AG prepares the consolidated financial statements for both the largest and the smallest scope of consolidation. As in the previous year, the Management Report of Bayer AG has been combined with the Management Report of the Bayer Group pursuant to Section 315, Paragraph 3 of the German Commercial Code (HGB) in conjunction with Section 298, Paragraph 2 HGB.

Recognition and Valuation Principles

Intangible assets that have been acquired are recognized at cost and amortized on a straight-line basis (pro rata temporis) over their estimated useful lives on an individual basis. Self-generated intangible assets are not capitalized.

Property, plant and equipment is carried at the cost of acquisition or construction less depreciation of assets that are subject to wear and tear in line with their individual useful lives. The straight-line method of depreciation is normally used. Movable assets that were already recognized as of 2007 are depreciated using the declining balance method at the maximum depreciation rates permitted for tax purposes, switching to the straight-line method as soon as this leads to higher annual depreciation.

Depreciation of the individual categories of property, plant and equipment, and amortization of the individual categories of intangible assets are based on the following useful lives:

| Useful Life of Intangible Assets and Property, Plant and Equipment | |
|---|----------------|
| Software | 3 to 4 years |
| Other concessions, industrial property rights, similar rights and assets, and licenses thereunder | max. 30 years |
| Commercial buildings | 25 to 40 years |
| Infrastructure facilities | 12 to 20 years |
| Plant facilities | 12 to 20 years |
| Plant and equipment | 5 to 20 years |
| Laboratory and research equipment | 3 to 5 years |
| Factory and office equipment | 6 to 12 years |
| Communication technology | 3 to 10 years |
| Vehicles | 5 to 15 years |
| Computer equipment | 3 to 4 years |

Assets that can be utilized separately and are subject to depletion are depreciated in full in the year of acquisition if their cost of acquisition or construction does not exceed €800.

Write-downs are made for any declines in value that go beyond the depletion reflected in depreciation or amortization and are expected to be permanent. If the reasons for a write-down no longer apply, a write-back is made, provided that this does not cause the carrying amount to exceed the cost of acquisition or construction less depreciation or amortization.

The cost of construction of self-constructed property, plant and equipment comprises the direct cost of materials, direct manufacturing expenses, appropriate allocations of material and manufacturing overheads, and an appropriate share of the depreciation of assets used in construction.

Investments in subsidiaries and affiliated companies as well as securities recognized in noncurrent assets are carried at cost, less write-downs for any decline in value that is expected to be permanent. As for the Bayer Pharma AG shares received against the contribution of a shareholding in Bayer Gesellschaft für Beteiligungen mbH, the accounting option was exercised to measure the Bayer Pharma AG shares at the fair value of the contributed shareholding according to exchange principles. This resulted in €3,939 million in income from affiliated companies.

Loans receivable that are interest-free or bear low rates of interest are carried at present value. The loans also include *jouissance right capital (Genussrechtskapital)* provided to the pension funds and drawings on effective initial funds, which are carried at nominal value. Other loans receivable are carried at nominal value. Existing risks are taken into account through write-downs for any decline in value that is expected to be permanent.

Where the reasons for write-downs made in previous years no longer apply or only partially apply, the respective items are written back accordingly, provided that the write-back does not cause the carrying amount to exceed the cost of acquisition.

Inventories are valued as follows: raw materials, supplies and goods purchased for resale at the average cost of acquisition less write-downs, and finished goods at the average cost of production. This comprises the direct cost of materials, direct manufacturing expenses, and appropriate allocations of material and manufacturing overheads, including manufacturing-related depletion of noncurrent assets. Write-downs are recognized if the fair value is below the carrying amount.

Receivables and other assets are stated at nominal value, less any necessary write-downs. The amounts of such write-downs reflect the probability of default. Non-interest-bearing or low-interest receivables that are due in more than one year are recognized at their discounted value.

Cash and bank deposits held in euros are recognized at their nominal value; such assets held in foreign currencies are translated at the spot rate on the closing date of the financial statements.

The deferred charges on the statement of financial position contain expenditures prior to the closing date that will give rise to expense in a defined subsequent period. Also included are the differences between the issue and settlement amount for bonds issued by Bayer AG that will be amortized over the maturity of the bonds.

The amounts required to meet credit balances on employees' long-term worktime accounts and certain pension obligations are invested indirectly via intermediate investment vehicles through a Belgian investment company operating as a SICAV (*Société d'investissement à capital variable*). They are invested in basically liquid international fixed-income bonds, shares, real estate and alternative investments. The assets are administered on behalf of Bayer AG by Bayer Pension Trust e. V. (BPT), Germany. All investments are protected from other creditors in the event that the employer files for insolvency. They are measured at fair value. This is derived from stock market prices and market interest rates. The trust assets held by BPT are offset against the underlying obligations. If the obligations exceed the assets, a provision is recorded. If the value of the securities exceeds the obligations, it is recorded in the statement of financial position as a surplus from offsetting; this was the case in 2023. Accordingly, in the income statements, income from the trust assets is offset against the interest portion of the corresponding obligations and changes in the discount rate.

Deferred taxes are assessed for temporary differences between the amounts of assets, liabilities, deferred income and deferred charges in the accounting statements and those in the tax statements. This assessment takes into account not only the differences reflected in Bayer AG's own statement of financial position, but also those existing at subsidiaries with which it forms a fiscal entity for tax purposes and in which it holds an equity interest. In addition to temporary differences, tax loss carryforwards are taken into account. Deferred taxes are calculated on the basis of the combined income tax rate for the fiscal entity headed by Bayer AG, which is currently 29.71%. The combined income tax rate comprises corporate income tax, trade tax and the solidarity surcharge. In the case of partnerships, however, deferred taxes relating to temporary differences in the statement of financial position are calculated using a combined income tax rate that includes only corporate income tax and the solidarity surcharge; this combined rate is currently 15.83%. Based on the exception stated in Section 274 (1) of the German Commercial Code (HGB), deferred taxes related to Pillar Two are not recognized nor is information thereon disclosed. Any resulting tax liability would be recognized as a deferred tax liability in the statement of financial position. In the event of a tax receivable, the corresponding option to recognize the deferred tax asset would not be used. In 2023, there was a deferred tax asset, which therefore was not recognized in the statement of financial position.

The capital stock of Bayer AG is divided into 982,424,082 no-par registered shares, each of which has a theoretical proportionate interest of €2.56 in the total capital stock of €2,515,005,649.92.

Provisions for pensions are computed using the projected unit credit method on the basis of biometric probability using the Heubeck 2018 G reference tables. Expected future salary and pension increases are taken into account. We currently assume annual salary increases of 2.50% (2022: 2.75%) and annual pension rises of 2.10% (2022: 2.70%). The estimate method applied for expected pension increases in the future was refined compared with the previous years to directly account for cumulative inflation up to the next benefit increase when measuring the individual obligations in question. The refined process thus takes into account cumulative inflation and long-term inflation forecasts, demographic specifics, as well as the adjustment mechanism at Bayer. The refinement increased the pension obligations by approximately €25 million. Based on the previous estimate method, which had combined long-term expectations and cumulative inflation in a uniform benefit increase rate, the projected future benefit increase in Germany would have been 2.40% (2022: 2.70%). For pension entitlements granted since January 1, 2000, an annual pension increase of 1.00% is generally accounted for as this has been promised to the employees. The discount rate used for pension provisions as of December 31, 2023, was 1.82% (December 31, 2022: 1.78%), which is the average market interest rate for the past 10 years for instruments with an assumed remaining maturity of 15 years, as published by the Deutsche Bundesbank for December 2023.

Other provisions are established to cover all foreseeable risks and uncertain liabilities arising from pending transactions based on reasonable estimates of the future settlement amounts of such commitments. Future price and cost increases are taken into account where there are sufficient objective indications that such increases will most probably occur. Provisions maturing in more than one year are discounted to present value using the average market interest rate for the past seven years, based on their remaining maturities. For longer-term personnel-related provisions, such as provisions for long-service anniversaries, a discount rate of 1.76% (2022: 1.44%) is used for an assumed period of 15 years until utilization. Shorter-term personnel-related provisions, such as those for obligations under early retirement arrangements, are discounted using a rate that corresponds to their maturity, which in 2023 was three years. The discount rate was 1.07% (2022: 0.58%). These are the rates published or expected by the Deutsche Bundesbank for December 2023.

Liabilities are recognized at the settlement amount as of the closing date. Noncurrent liabilities relating to pension obligations are discounted using the average market interest rate in the past seven years applicable to their maturity.

Foreign currency receivables and liabilities, forward exchange contracts and other currency derivatives are recognized using the mark-to-market method. For this purpose, foreign currency receivables and payables are measured at spot rates, while the corresponding currency derivatives entered into for hedging purposes are valued at the market forward rates on the closing date. Unrealized gains and losses on the hedged items for which hedging relationships are established are then offset in each currency using the net hedge presentation method. Provisions are set up for any net unrealizable losses; net unrealizable gains are only recognized if they relate to receivables and liabilities with a remaining maturity of up to one year.

The deferred income on the statement of financial position contains payments received prior to the closing date that will give rise to income in a specific future period. This includes license payments, the majority of which will be amortized over the estimated useful life of the asset, starting when marketing approval is obtained for the respective product.

Contingent liabilities arising from sureties and debt guarantees are shown at the amounts equivalent to the loans or commitments actually outstanding on the closing date.

Notes to the Income Statements

1. Sales

Sales by Business Unit

| € million | 2022 | 2023 |
|--------------------|---------------|---------------|
| Pharmaceuticals | 10,383 | 9,732 |
| Crop Science | 4,817 | 4,994 |
| Enabling Functions | 1,270 | 1,235 |
| | 16,470 | 15,961 |

Sales by Region

| € million | 2022 | 2023 |
|---------------------------|---------------|---------------|
| Europe/Africa/Middle East | 7,511 | 7,514 |
| North America | 3,790 | 3,721 |
| Asia/Pacific | 4,026 | 3,509 |
| Latin America | 1,143 | 1,217 |
| | 16,470 | 15,961 |

2. Other operating income

Other Operating Income

| € million | 2022 | 2023 |
|---|--------------|--------------|
| Income from currency translation | 3,852 | 2,930 |
| <i>Realized exchange gains</i> | 3,747 | 2,783 |
| <i>Unrealized income from valuation</i> | 105 | 147 |
| Gains from the disposal of noncurrent assets | 31 | – |
| Income from the reversal of provisions | 139 | 500 |
| <i>of which provisions for restructuring</i> | 84 | 263 |
| <i>of which provisions for pensions</i> | – | 113 |
| <i>of which provisions for Aspire programs</i> | 12 | 81 |
| Insurance payouts | – | 205 |
| State grants for research and development | 12 | 9 |
| Income from the sale of the Environmental Science Professional business | 127 | – |
| Miscellaneous operating income | 133 | 87 |
| | 4,294 | 3,731 |

3. Cost of materials

The primarily sales-related business lease fees paid to the lessors Bayer CropScience AG and Bayer Pharma AG are shown under expenses for purchased services. The same applies to license fees incurred relating to the use of production and marketing rights.

Energy costs are shown under expenses for raw materials, supplies and purchased goods.

4. Personnel expenses/employees

Personnel expenses do not contain the interest portion of personnel-related provisions, especially pension provisions, which are included in net interest expense.

The average number of employees at Bayer AG in 2023 was 18,073, subdivided as follows:

| | 2023 | |
|---|--------------|---------------|
| | Female | Male |
| Senior executives and senior managers | 1,475 | 2,877 |
| Junior managers and nonmanagerial employees | 4,946 | 8,775 |
| | 6,421 | 11,652 |

Part-time employees are included in this figure on a prorated basis.

5. Write-downs

In 2023, write-downs of €34 million (2022: €100 million) were made on intangible assets. These figures mainly related to the termination of development collaborations.

6. Other operating expenses

| Other Operating Expenses | | |
|--|--------------|--------------|
| € million | 2022 | 2023 |
| Expenses from currency translation | 4,268 | 2,841 |
| <i>Realized exchange losses</i> | 3,849 | 2,710 |
| <i>Unrealized expenses from valuation</i> | 419 | 131 |
| Expenses for severance payments | 57 | 164 |
| Expenses for logistics | 265 | 235 |
| Information expenses | 429 | 474 |
| Training expenses | 31 | 24 |
| External personnel expenses | 126 | 150 |
| Expenses for waste disposal | 71 | 93 |
| Dues and fees | 55 | 50 |
| Expenses for insurance and damage claims | 117 | 125 |
| Marketing and selling expenses | 577 | 463 |
| Rental and leasing expenses | 357 | 445 |
| Expenses for services | 68 | 97 |
| Research expenses | 1,284 | 1,341 |
| Consulting, auditing and administration expenses | 241 | 304 |
| Expenses for patents, trademarks and licenses | 194 | 187 |
| Donations, grants/funding | 24 | 23 |
| Expenses from write-downs of miscellaneous receivables | 7 | 78 |
| Expenses from the assumption of restructuring costs | 344 | 194 |
| Miscellaneous operating expenses | 122 | 292 |
| | 8,637 | 7,580 |

7. Income from investments in affiliated companies – net

| Income from Investments in Affiliated Companies – Net | | |
|---|--------------|--------------|
| € million | 2022 | 2023 |
| Income from affiliated companies | 291 | 1,104 |
| <i>of which subsidiaries</i> | 291 | 1,104 |
| Income from profit and loss transfer agreements with subsidiaries | 390 | 2,581 |
| Expenses from profit and loss transfer agreements with subsidiaries | (991) | (489) |
| Write-downs of investments in affiliated companies | (53) | (9) |
| Write-backs of investments in affiliated companies | 28 | – |
| Gains from the sale of investments in affiliated companies | 9,592 | 3,939 |
| | 9,257 | 7,126 |

Details of the income and expenses from investments in affiliated companies are given in the Combined Management Report of Bayer AG and the Bayer Group.

The write-downs of investments in affiliated companies in 2023 amounted to €9 million (2022: €53 million) and pertained solely to Bayer S. A., Chile. The write-downs in 2022 related to Bayer Türk Kimya Sanayii Limited Şirketi, Turkey. Whereas write-backs of €28 million were recognized for Bayer Capital Corporation B.V., Netherlands in 2022, there were zero write-backs in 2023.

The €3,939 million in gains from the sale of investments in affiliated companies in 2023 (2022: €9,592 million) pertained to the placement of the shareholding in Bayer Gesellschaft für Beteiligungen mbH into Bayer Pharma AG in return for the granting of new shares, which were recognized at the fair value of the shareholding transferred.

8. Interest income/expense – net

| Interest Income/Expense – Net | | |
|---|----------------|----------------|
| € million | 2022 | 2023 |
| Interest income | | |
| Income from other securities and loans recognized in noncurrent assets | 504 | 475 |
| <i>of which from subsidiaries</i> | 494 | 473 |
| Other interest and similar income | 117 | 758 |
| <i>of which from subsidiaries</i> | 45 | 179 |
| <i>of which interest income portion of pension and other noncurrent personnel-related provisions (net)</i> | – | 439 |
| | 621 | 1,233 |
| Interest expense | | |
| Interest and similar expenses | (1,820) | (1,855) |
| <i>of which to subsidiaries</i> | (336) | (1,336) |
| <i>of which interest expense portion of pension and other noncurrent personnel-related provisions (net)</i> | (1,210) | – |
| <i>of which interest expense portion of other noncurrent provisions</i> | (3) | (7) |
| | (1,820) | (1,855) |
| | (1,199) | (622) |

The development of the net interest position is explained in the Combined Management Report of Bayer AG and the Bayer Group.

Expenses relating to the interest portion of pension and other noncurrent personnel-related provisions, including the impact of changes in the discount rate, are netted against the income/expense from the assets held by Bayer Pension Trust e. V. (BPT), Germany. The assets held by BPT serve the sole purpose of meeting pension obligations and the obligations arising from credit balances on employees' long-term worktime accounts. The Trust's assets are protected from other creditors.

The income/expense from plan assets was netted with the interest portion of pension and other personnel-related provisions as follows:

| Netting of the Interest Portion of Pension and Personnel-Related Provisions with Income/Expense from Plan Assets | | |
|--|----------------|------------|
| € million | 2022 | 2023 |
| Interest expense portion of pension and other noncurrent personnel-related provisions and expenses from changes in the discount rate (gross) | (240) | (92) |
| Income/expense from assets held by Bayer Pension Trust e. V. | (970) | 531 |
| | (1,210) | 439 |

9. Other financial income/expense – net

| Other Financial Income/Expense – Net | | |
|---|--------------|--------------|
| € million | 2022 | 2023 |
| Other financial income | | |
| Allocation to pension provisions assigned to subsidiaries | 127 | 62 |
| Guarantee fees for sureties granted | 45 | 42 |
| Income from the disposal of bonds | – | 31 |
| Miscellaneous financial income | – | 1 |
| | 172 | 136 |
| Other financial expense | | |
| Changes in provisions for pensions and other noncurrent personnel-related provisions (excluding interest portion) | (171) | (77) |
| Bond fees | (17) | (14) |
| Expenses from Aspire | (2) | (14) |
| Miscellaneous financial expenses | (9) | (9) |
| | (199) | (114) |
| | (27) | 22 |

The interest portion of allocations to pension and other noncurrent personnel-related provisions is included in interest expense. Other financial income and expense contains further changes in pension provisions, not related to the interest portion, pertaining to former employees of Bayer AG who retired before the hive-down of the business areas and service areas (effective date: July 1, 2002) or who left the company before then and have vested pension rights. Changes of this kind occur in the event of changes in actuarial valuation parameters.

The expenses for allocations to the above provisions for employees who retired or left the company before July 1, 2002, are generally reimbursed by the subsidiaries on a prorated basis under the respective carve-out agreements.

10. Income taxes

Tax expense comprises amounts paid or owed for corporate income tax, trade tax and the solidarity surcharge, and income taxes paid outside Germany. It amounted to €24 million in 2023 and included expenses of €123 million from 2022.

As permitted by the option in Section 274, Paragraph 1, Sentence 2 of the German Commercial Code (HGB), the €2,050 million excess of deferred tax assets over deferred tax liabilities at year-end 2023 was not recognized.

Deferred tax assets mainly resulted from the valuation of pension obligations being higher in the accounting statements than in the tax statements. Other deferred tax assets resulted from provisions that are not tax-deductible, such as those for impending losses and pre-retirement leave, and from differences in the measurement of, for example, provisions for early retirement and service anniversaries, as well as interests in partnerships. There was also a deferred tax asset relating to an as yet unused tax loss carryforward.

Deferred tax liabilities principally arose from measurement differences with respect to investments in subsidiaries, inventories, and receivables and other assets that arose from unrealized foreign exchange gains.

The Bayer Group falls within the scope of the global minimum taxation rules ("Pillar Two"), which entered into force in Germany on December 28, 2023, in the form of the Minimum Tax Act (MinStG). As the Minimum Tax Act applies for the first time for fiscal years beginning after December 30, 2023, there was no minimum tax exposure for the fiscal year 2023. Under the Minimum Tax Act, Bayer AG must pay a top-up tax under the Income Inclusion Rule for each jurisdiction in which the effective tax rate is below 15%, provided there are no exceptions or transitional arrangements in place. Most countries are expected to implement Pillar Two rules into domestic legislation.

Given the complexity of the minimum taxation rules, the still pending implementation into domestic legislation in many jurisdictions, and the Bayer Group's business performance in the next years, it is not yet possible to reliably assess the quantitative effects arising from the global implementation of the minimum taxation rules for 2024. The top-up tax for Bayer AG is expected to be in the double-digit millions.

Notes to the Statements of Financial Position

11. Intangible assets

| Intangible Assets | | | |
|--|--|------------------|------------|
| € million | Acquired concessions, industrial property rights, similar rights and assets, and licenses thereunder | Advance payments | Total |
| Gross carrying amounts, Dec. 31, 2022 | 666 | 76 | 742 |
| Additions | 45 | 80 | 125 |
| Retirements | 2 | 5 | 7 |
| Transfers | 70 | (70) | – |
| Gross carrying amounts, Dec. 31, 2023 | 779 | 81 | 860 |
| Accumulated amortization and write-downs, Dec. 31, 2022 | 418 | 4 | 422 |
| Amortization and write-downs | 109 | 1 | 110 |
| Retirements | 2 | 5 | 7 |
| Accumulated amortization and write-downs, Dec. 31, 2023 | 525 | – | 525 |
| Net carrying amounts, Dec. 31, 2023 | 254 | 81 | 335 |
| Net carrying amounts, Dec. 31, 2022 | 248 | 72 | 320 |

12. Property, plant and equipment

| Property, Plant and Equipment | | | | | |
|--|--------------------|---------------------|---|--|------------|
| € million | Land and buildings | Plant and equipment | Furniture, fixtures and other equipment | Advance payments and assets under construction | Total |
| Gross carrying amounts, Dec. 31, 2022 | 63 | 34 | 43 | 8 | 148 |
| Additions | – | 6 | 9 | 8 | 23 |
| Retirements | – | – | 1 | – | 1 |
| Transfers | – | 6 | 2 | (8) | – |
| Gross carrying amounts, Dec. 31, 2023 | 63 | 46 | 53 | 8 | 170 |
| Accumulated depreciation and write-downs, Dec. 31, 2022 | 61 | 22 | 24 | – | 107 |
| Depreciation and write-downs | – | 4 | 7 | – | 11 |
| Retirements | – | – | 1 | – | 1 |
| Accumulated depreciation and write-downs, Dec. 31, 2023 | 61 | 26 | 30 | – | 117 |
| Net carrying amounts, Dec. 31, 2023 | 2 | 20 | 23 | 8 | 53 |
| Net carrying amounts, Dec. 31, 2022 | 2 | 12 | 19 | 8 | 41 |

13. Investments

Investments

| € million | Investments in subsidiaries | Loans to subsidiaries | Investments in other affiliated companies | Securities included in investments | Other loans | Total |
|---|-----------------------------|-----------------------|---|------------------------------------|--------------|---------------|
| Gross carrying amounts, Dec. 31, 2022 | 67,131 | 13,970 | 151 | – | 1,480 | 82,732 |
| Additions | 5,134 | 2 | 42 | – | 1 | 5,179 |
| Retirements | 886 | 1,527 | – | – | 126 | 2,539 |
| Transfers | – | – | – | – | – | – |
| Gross carrying amounts, Dec. 31, 2023 | 71,379 | 12,445 | 193 | – | 1,355 | 85,372 |
| Accumulated write-downs, Dec. 31, 2022 | 289 | 4 | – | – | 1 | 294 |
| Write-downs | 9 | – | – | – | – | 9 |
| Write-backs | – | – | – | – | – | – |
| Retirements | – | – | – | – | – | – |
| Accumulated write-downs, Dec. 31, 2023 | 298 | 4 | – | – | 1 | 303 |
| Net carrying amounts, Dec. 31, 2023 | 71,081 | 12,441 | 193 | – | 1,354 | 85,069 |
| Net carrying amounts, Dec. 31, 2022 | 66,842 | 13,966 | 151 | – | 1,479 | 82,438 |

Investments in subsidiaries increased to €71,081 million (2022: €66,842 million). The change in the shareholding structure, as part of an intra-Group contribution in kind through a share swap, resulted in additions of €4,825 million through new Bayer Pharma AG shares and retirements of €886 million through a shareholding in Bayer Gesellschaft für Beteiligungen mbH.

Other loans mainly comprised jouissance right capital (*Genussrechtskapital*) and the capital provided for the effective initial fund. Bayer AG undertook to provide jouissance right capital (*Genussrechtskapital*) with a nominal volume of €150 million for Bayer-Pensionskasse VVaG under a jouissance rights framework agreement. This repayable capital has been drawn in three €50 million installments, with each installment being provided for a period of at least five years.

In 2008, Bayer AG established a repayable effective initial fund of €800 million for Bayer-Pensionskasse VVaG, Germany, which was increased by €800 million in 2012 and then by a further €500 million in 2022 to a total of €2,100 million. Of this amount, the pension fund has so far drawn €1,135 million (2022: €1,261 million). The jouissance right capital and the effective initial fund loan are interest-bearing, but interest is only payable under certain contractually agreed conditions. Interest must be deferred if it would result in the pension fund reporting a net loss. The jouissance right capital and the amount drawn from the effective initial fund are contained in other loans.

In 2019, Bayer AG established an additional effective initial fund of €189 million for Rheinische Pensionskasse VVaG, thereby increasing the effective initial fund to a total of €192 million. Of this amount, Rheinische Pensionskasse VVaG has so far drawn €60 million (2022: €60 million).

Further information on the development of financial assets is given in the Combined Management Report of Bayer AG and the Bayer Group.

Details of the subsidiary and affiliated companies of Bayer AG pursuant to Section 285, Numbers 11, 11a and 11b of the German Commercial Code are included in the annual financial statements that have been certified and sent for entry into the Company Register. They are also available at www.bayer.com/shareownership2023.

14. Inventories

| Inventories | | |
|----------------------------|---------------|---------------|
| € million | Dec. 31, 2022 | Dec. 31, 2023 |
| Raw materials and supplies | 953 | 962 |
| Work in process | 1,326 | 1,365 |
| Finished goods | 446 | 609 |
| Goods purchased for resale | 99 | 125 |
| | 2,824 | 3,061 |

15. Trade accounts receivable

| Trade Accounts Receivable | | |
|--|---------------|---------------|
| € million | Dec. 31, 2022 | Dec. 31, 2023 |
| Accounts receivable from subsidiaries | 1,740 | 1,503 |
| Accounts receivable from other customers | 344 | 313 |
| | 2,084 | 1,816 |

16. Accounts receivable from subsidiaries

Accounts receivable from subsidiaries mainly comprised financial receivables, for example, in connection with loans or overnight funds, receivables pertaining to accrued interest, and receivables relating to profit transfers from subsidiaries that form a fiscal entity with Bayer AG.

17. Other assets

| Other Assets | | |
|---|---------------|---------------|
| € million | Dec. 31, 2022 | Dec. 31, 2023 |
| Payroll receivables | 15 | 15 |
| Accrued interest | 25 | 4 |
| Claims for tax refunds | 243 | 341 |
| Short-term investments | 2 | 202 |
| Receivables from call deposits and current account at non-banks | 66 | 51 |
| Advance payments disbursed | 17 | 4 |
| Other | 58 | 63 |
| | 426 | 680 |

The other assets included €4 million (2022: €25 million) for assets that did not legally come into being until after year end. These consisted entirely of accrued interest.

18. Receivables and other assets maturing in more than one year

As in the previous year, all receivables and other assets were due in less than one year.

19. Marketable securities

The €1,328 million in marketable securities reported here are short-term US dollar and euro investments with indefinite maturities (2022: €3,652 million).

20. Deferred charges

The deferred charges as of December 31, 2023, included unamortized discounts totaling €63 million pertaining to bonds issued by Bayer AG. The amount of €41 million recognized at the start of the year was increased by €43 million due to additions and was diminished by €21 million due to reversals.

Likewise reported here are accrued charges of €3 million (2022: €10 million) for credit facilities that Bayer had arranged for the acquisition of Monsanto, among other things.

The remaining deferred charges comprised advance payments of charges for other credit facilities, prepaid premiums for business insurance and other accrued charges.

21. Surplus from offsetting

Obligations arising from credit balances on employees' long-term worktime accounts and from pension commitments are either fully or partially secured. The assets invested under individual contractual trust arrangements (CTAs) are offset against the underlying obligations. Any positive difference is capitalized as a surplus from offsetting, otherwise it is reflected in provisions. As of December 31, 2023, the offset resulted in a positive difference of €131 million (2022: €127 million), of which €131 million (2022: €127 million) comprised obligations from long-term worktime accounts.

| Surplus from Offsetting | | |
|--|---------------|---------------|
| € million | Dec. 31, 2022 | Dec. 31, 2023 |
| Settlement value of obligations relating to credit balances on employees' long-term worktime accounts | 338 | 394 |
| Fair value of assets invested with Bayer Pension Trust | 465 | 525 |
| Excess of assets over obligations relating to long-term worktime accounts (surplus from offsetting) | 127 | 131 |
| Acquisition cost of assets invested with Bayer Pension Trust | 473 | 480 |

The collateral assets are measured at fair value. Their fair value as of December 31, 2023, was €5,001 million. Offsetting €525 million of the collateral assets against underlying obligations resulted in a positive difference, which was recorded as a surplus from offsetting; offsetting of the remaining €4,476 million against obligations was reported under provisions for pensions.

22. Equity

Changes in equity in 2023 were as follows:

| € million | Dec. 31, 2022 | Dividend for 2022 | Net income | Allocation to other retained earnings | Dec. 31, 2023 |
|-------------------------|---------------|----------------------|--------------|--|---------------|
| Capital stock | 2,515 | 0 | 0 | 0 | 2,515 |
| Capital reserve | 18,845 | 0 | 0 | 0 | 18,845 |
| Other retained earnings | 9,508 | 0 | 0 | 2,599 | 12,107 |
| Distributable profit | 2,382 | (2,358) | 5,150 | (2,599) | 2,575 |
| | 33,250 | (2,358) | 5,150 | 0 | 36,042 |

The capital stock of Bayer AG remained at €2,515,005,649.92. As in the previous year, it was divided into 982,424,082 no-par registered shares and was fully paid up, with each share conferring one voting right. The "Allocation to other retained earnings" figure in the table above comprised €24 million pertaining to the Annual Stockholders' Meeting resolution on the use of the distributable profit for 2022, and an amount of €2,575 million resulting from the net income for 2023.

For the purpose of the employee stock participation program BayShare, Bayer AG acquired 575,871 no-par registered shares at an average price of €41.85 per share on November 9, 2023, pursuant to Section 71, Paragraph 1, No. 8 of the German Stock Corporation Act. These shares corresponded to €1,474,229.76, or 0.06%, of the capital stock. The value of these shares was €24,099,987.13 at the date of acquisition. Of the shares acquired, 573,519.61 were placed in employees' share deposit accounts in November 2023 at a price of €41.83 per share. The remaining 2,351.39 shares were sold on the stock market at a price of €31.14 per share. This generated a loss of €36,436.26 in total. Bayer AG did not hold any own shares as of December 31, 2023.

Information on amounts barred from distribution pursuant to Section 253, Paragraph 6 and Section 268, Paragraph 8 of the German Commercial Code (HGB)

The provisions for pensions recognized in the statement of financial position (before deduction of the corresponding assets) were calculated on the basis of the relevant average market interest rate for the past 10 years. If the average for the past seven years had been used, the obligations would have been €96 million higher.

To secure pension obligations and credit balances on employees' long-term worktime accounts, funds have been transferred to Bayer Pension Trust e. V. (BPT), Germany, under several contractual trust arrangements (CTAs). They may only be used for the specified purpose and are protected from other creditors in the event that the employer becomes insolvent. They are measured at fair value. The total fair value of the fund assets of all the CTAs was €749 million above their total acquisition cost of €4,252 million.

The sum of the difference between the pension obligations based on the average interest rate for ten and seven years and the difference between the higher fair value and the acquisition cost of the assets held by BPT was €845 million. Since the freely available retained earnings amount to €11,262 million, there is no restriction on the use of the distributable profit of €2,575 million.

Notifications of direct and indirect stockholdings pursuant to Section 33, Paragraph 1 of the Securities Trading Act (WpHG)

As of the closing date, we had received the following notifications of stockholdings in Bayer AG pursuant to Section 33, Paragraph 1 of the German Securities Trading Act (WpHG). In cases where stockholdings reached, exceeded or fell below the thresholds set out in this legislation on several occasions, only the most recent notification is mentioned.

Voting Rights Notifications

| Name, domicile and country of the reporting company | Date of change | Notification according to WpHG | Percent | Shares | | |
|---|----------------|---|---------------|------------|-------|------------|
| BlackRock Inc., Wilmington, USA | Mar. 26, 2018 | § 34 WpHG | 7.170 | 59,256,963 | | |
| | | § 38 (1) Nr. 1 WpHG Right to recall | 0.260 | 2,119,910 | | |
| | | § 38 (1) Nr. 2 WpHG Call option | 0.005 | 30,500 | | |
| | | § 38 (1) Nr. 2 WpHG Contract for difference | 0.020 | 143,918 | | |
| | | § 39 WpHG | 7.455 | 61,551,291 | | |
| | | Republic of Singapore, Singapore | Apr. 18, 2018 | § 34 WpHG | 3.970 | 34,078,853 |
| Republic of Singapore, Singapore | Apr. 18, 2018 | § 38 (1) Nr. 2 WpHG Put option | 0.200 | 1,684,676 | | |
| | | § 39 WpHG | 4.170 | 35,763,529 | | |
| | | Harris Associates L.P., Wilmington, USA | Mar. 28, 2022 | § 34 WpHG | 2.990 | 29,334,705 |
| Harris Associates L.P., Wilmington, USA | Mar. 28, 2022 | § 39 WpHG | 2.990 | 29,334,705 | | |
| | | Massachusetts Financial Services Company, Boston, USA | Dec. 1, 2023 | § 34 WpHG | 2.900 | 28,474,699 |
| Massachusetts Financial Services Company, Boston, USA | Dec. 1, 2023 | § 39 WpHG | 2.900 | 28,474,699 | | |
| | | The Goldman Sachs Group, Inc., Wilmington, USA | Dec. 15, 2023 | § 34 WpHG | 0.155 | 1,523,221 |
| The Goldman Sachs Group, Inc., Wilmington, USA | Dec. 15, 2023 | § 38 (1) Nr. 1 WpHG Right to recall | 0.116 | 1,141,678 | | |
| | | § 38 (1) Nr. 1 WpHG Right of use | 0.200 | 1,962,666 | | |
| | | § 38 (1) Nr. 1 WpHG Swap | 0.010 | 94,215 | | |
| | | § 38 (1) Nr. 1 WpHG Call option | 0.616 | 6,048,950 | | |
| | | § 38 (1) Nr. 1 WpHG Call warrant | 0.039 | 381,343 | | |
| | | § 38 (1) Nr. 2 WpHG Call option | 0.488 | 4,795,960 | | |
| | | § 38 (1) Nr. 2 WpHG Put option | 0.265 | 2,603,814 | | |
| | | § 38 (1) Nr. 2 WpHG Swap | 0.635 | 6,234,623 | | |
| | | § 38 (1) Nr. 2 WpHG Call warrant | 0.086 | 843,159 | | |
| | | § 38 (1) Nr. 2 WpHG Forward | 0.033 | 323,374 | | |
| | | § 38 (1) Nr. 2 WpHG Future | 1.052 | 10,336,168 | | |
| | | § 39 WpHG | 3.695 | 36,289,171 | | |
| | | The Kingdom of Norway, Norway | Aug. 25, 2023 | § 34 WpHG | 2.938 | 28,861,165 |
| | | The Kingdom of Norway, Norway | Aug. 25, 2023 | § 39 WpHG | 2.938 | 28,861,165 |

For further details, please see the individual voting rights notifications received, which are published on our website at www.bayer.com/en/investors/voting-rights-announcements.

23. Provisions for pensions

This item includes provisions for current and future pension entitlements.

It also includes commitments to former employees of the business areas and service areas hived down into separate legal entities in 2002 and 2003 who retired before July 1, 2002, or who left the company before this date and have vested pension rights. The respective companies reimburse Bayer AG for these expenses as a matter of course.

Obligations arising from pension commitments are partially secured by assets invested with Bayer Pension Trust e. V., Leverkusen. Any positive difference from the offsetting of these assets against the underlying obligations is capitalized as a surplus from offsetting, while any negative difference is reflected in provisions.

Further information on the CTA is given in Note [21].

| Provisions for Pensions | | |
|--|----------------|----------------|
| € million | Dec. 31, 2022 | Dec. 31, 2023 |
| Settlement value of pension commitments | 7,833 | 7,708 |
| Fair value of assets invested with Bayer Pension Trust | 4,157 | 4,476 |
| Net value of pension commitments (provisions) | (3,676) | (3,232) |
| Acquisition cost of assets invested with Bayer Pension Trust | 3,898 | 3,772 |

The deficit due to unrecognized pension obligations from indirect commitments under Article 28, Paragraph 2 of the Introductory Law to the German Commercial Code (EGHGB) amounted to €1,083 million.

24. Other provisions

| Other Provisions | | |
|--|---------------|---------------|
| € million | Dec. 31, 2022 | Dec. 31, 2023 |
| Provisions for taxes | 630 | 488 |
| Other provisions for | 2,641 | 1,740 |
| – early retirement | 9 | 9 |
| – service-anniversary obligations | 101 | 94 |
| – stock programs for employees | 158 | 79 |
| – restructuring related to personnel | 750 | 615 |
| – restructuring not related to personnel | 477 | 106 |
| – variable, one-time payments to employees | 410 | 146 |
| – litigations | 18 | 15 |
| – rebates/bonuses | 12 | 10 |
| – impending losses | 589 | 453 |
| – miscellaneous provisions | 117 | 213 |
| | 3,271 | 2,228 |

25. Bonds

Bonds with a total volume of €17,911 million existed as of December 31, 2023 (December 31, 2022: €14,550 million). They comprised:

| Bonds | Nominal value | Stated rate | Effective rate | Dec. 31, 2022 | Dec. 31, 2023 |
|------------------------------------|----------------|-------------|----------------|---------------|---------------|
| | | % | % | € million | € million |
| Hybrid bond 2014/2074 ¹ | €1,500 million | 3.750 | 3.811 | 1,500 | 700 |
| Hybrid bond 2019/2079 ² | €1,000 million | 2.375 | 2.597 | 1,000 | 411 |
| Hybrid bond 2019/2079 ³ | €750 million | 3.125 | 3.192 | 750 | 750 |
| Hybrid bond 2022/2082 ⁴ | €800 million | 5.375 | 5.564 | 800 | 800 |
| Hybrid bond 2022/2082 ⁵ | €500 million | 4.500 | 4.713 | 500 | 500 |
| Hybrid bond 2023/2083 ⁶ | €750 million | 6.625 | 6.839 | – | 750 |
| Hybrid bond 2023/2083 ⁷ | €1,000 million | 7.000 | 7.184 | – | 1,000 |
| Bond 2020/2024 | €1,500 million | 0.375 | 0.528 | 1,500 | 1,500 |
| Bond 2020/2027 | €1,500 million | 0.750 | 0.898 | 1,500 | 1,500 |
| Bond 2020/2030 | €1,500 million | 1.125 | 1.163 | 1,500 | 1,500 |
| Bond 2020/2032 | €1,500 million | 1.375 | 1.412 | 1,500 | 1,500 |
| Bond 2021/2025 | €1,200 million | 0.050 | 0.053 | 1,200 | 1,200 |
| Bond 2021/2029 | €1,000 million | 0.375 | 0.484 | 1,000 | 1,000 |
| Bond 2021/2031 | €1,000 million | 0.625 | 0.749 | 1,000 | 1,000 |
| Bond 2021/2036 | €800 million | 1.000 | 1.089 | 800 | 800 |
| Bond 2023/2026 | €750 million | 4.000 | 4.027 | – | 750 |
| Bond 2023/2029 | €750 million | 4.250 | 4.277 | – | 750 |
| Bond 2023/2033 | €1,500 million | 4.625 | 4.741 | – | 1,500 |
| | | | | 14,550 | 17,911 |

¹ Redeemable at 12 months' notice from 2024; fixed interest rate until 2024, thereafter floating rate based on 5-year swap rate

² Redeemable at 12 months' notice from 2025; fixed interest rate until 2025, thereafter floating rate based on 5-year swap rate

³ Redeemable at 12 months' notice from 2027; fixed interest rate until 2027, thereafter floating rate based on 5-year swap rate

⁴ Redeemable at 12 months' notice from 2030; fixed interest rate until 2030

⁵ Redeemable at 12 months' notice from 2027; fixed interest rate until 2027

⁶ Redeemable at 12 months' notice from 2028; fixed interest rate until 2028

⁷ Redeemable at 12 months' notice from 2031; fixed interest rate until 2031

26. Trade accounts payable

| Trade Accounts Payable | Dec. 31, 2022 | Dec. 31, 2023 |
|-----------------------------|---------------|---------------|
| € million | | |
| Payables to subsidiaries | 711 | 628 |
| Payables to other suppliers | 1,453 | 1,490 |
| | 2,164 | 2,118 |

27. Payables to subsidiaries

The payables to subsidiaries mainly comprised financial liabilities such as loans and overnight funds made available to Bayer AG by subsidiaries, plus the respective accrued interest.

28. Miscellaneous liabilities

| Miscellaneous Liabilities | | |
|---|---------------|---------------|
| € million | Dec. 31, 2022 | Dec. 31, 2023 |
| Commercial paper/short-term borrowings | 96 | 394 |
| Accrued interest | 123 | 161 |
| Liabilities from hedges | 27 | 81 |
| Liabilities from employees' income and church taxes | 72 | 83 |
| Liabilities relating to income and sales taxes | 20 | 39 |
| Current account liabilities | 11 | 7 |
| Payment obligation to Bayer-Pensionskasse VVaG for drawings on the effective initial fund | 126 | – |
| Purchase price adjustment from the sale of the Animal Health business unit | 2 | 2 |
| Other | 44 | 36 |
| | 521 | 803 |

As in the previous year, the other miscellaneous liabilities included payroll and other operating liabilities.

29. Further information on liabilities

| € million | Dec. 31, 2022 | | Dec. 31, 2023 | |
|----------------------------------|------------------|---------------------|------------------|---------------------|
| | Maturing in 2023 | Maturing after 2023 | Maturing in 2024 | Maturing after 2024 |
| Bonds | – | 14,550 | 2,200 | 15,711 |
| Liabilities to banks | 3,009 | – | 27 | – |
| Down payments received on orders | 44 | – | 3 | – |
| Trade accounts payable | 2,164 | – | 2,118 | – |
| Payables to subsidiaries | 40,579 | – | 34,814 | – |
| Miscellaneous liabilities | 516 | 5 | 803 | – |
| | 46,312 | 14,555 | 39,965 | 15,711 |

Of the total other liabilities, €9,850 million (2022: €6,600 million) had residual maturities of more than five years. The 2023 amount consisted entirely of bonds, as in the previous year.

The total other liabilities included €161 million (2022: €123 million) in liabilities that did not legally come into being until after year end. These consisted almost entirely of accrued interest.

30. Deferred income

The deferred income comprised advance payments under licenses and settlement agreements as well as payments for services to be delivered in the future.

Other Information

31. Contingent liabilities

Liabilities arising from debt guarantees totaled €24,539 million (2022: €22,115 million). They were issued in favor of subsidiaries. Based on our knowledge of their respective economic situations, all of these companies are able to meet the underlying liabilities. The contingent liabilities are therefore not expected to materialize.

Debt Guarantees

| | Dec. 31, 2022 | Dec. 31, 2022 | Dec. 31, 2023 | Dec. 31, 2023 |
|--|-------------------|---------------|-------------------|---------------|
| | Nominal amount | € million | Nominal amount | € million |
| Guarantees for current and former Group companies | | | | |
| Bayer Capital Corporation B.V., Netherlands | | | | |
| – 1.250% DIP notes, maturing in 2023 | €500 million | 500 | – | – |
| – 1.500% DIP notes, maturing in 2026 | €1,750 million | 1,750 | €1,750 million | 1,750 |
| – 2.125% DIP notes, maturing in 2029 | €1,500 million | 1,500 | €1,500 million | 1,500 |
| Bayer Corporation, USA | | | | |
| – 6.650% notes, maturing in 2028 | US\$350 million | 328 | US\$350 million | 317 |
| – Commercial paper | – | – | US\$1,699 million | 1,537 |
| – Liabilities to banks | US\$83 million | 78 | US\$75 million | 68 |
| Bayer US Finance LLC, USA | | | | |
| – 3.375% notes, maturing in 2024 | US\$1,750 million | 1,640 | US\$1,750 million | 1,583 |
| – 6.125% notes, maturing in 2026 | – | – | US\$1,000 million | 905 |
| – 6.250% notes, maturing in 2029 | – | – | US\$1,000 million | 905 |
| – 6.375% notes, maturing in 2030 | – | – | US\$1,250 million | 1,131 |
| – 6.500% notes, maturing in 2033 | – | – | US\$1,750 million | 1,583 |
| – 6.875% notes, maturing in 2053 | – | – | US\$750 million | 679 |
| Bayer US Finance II LLC, USA | | | | |
| – 1.213% notes, maturing in 2023 | US\$1,250 million | 1,171 | – | – |
| – 3.875% notes, maturing in 2023 | US\$2,250 million | 2,108 | – | – |
| – 3.375% notes, maturing in 2024 | US\$609 million | 571 | US\$609 million | 551 |
| – 2.850% notes, maturing in 2025 | US\$250 million | 234 | US\$250 million | 226 |
| – 5.500% notes, maturing in 2025 | US\$276 million | 259 | US\$276 million | 250 |
| – 4.250% notes, maturing in 2025 | US\$2,500 million | 2,342 | US\$2,500 million | 2,262 |
| – 4.375% notes, maturing in 2028 | US\$3,500 million | 3,279 | US\$3,500 million | 3,167 |
| – 4.200% notes, maturing in 2034 | US\$427 million | 400 | US\$427 million | 386 |
| – 5.500% notes, maturing in 2035 | US\$318 million | 298 | US\$318 million | 288 |
| – 5.875% notes, maturing in 2038 | US\$212 million | 199 | US\$212 million | 192 |
| – 4.625% notes, maturing in 2038 | US\$1,000 million | 937 | US\$1,000 million | 905 |
| – 3.600% notes, maturing in 2042 | US\$241 million | 226 | US\$241 million | 218 |
| – 4.650% notes, maturing in 2043 | US\$292 million | 274 | US\$292 million | 264 |
| – 4.400% notes, maturing in 2044 | US\$916 million | 858 | US\$916 million | 829 |
| – 3.950% notes, maturing in 2045 | US\$449 million | 420 | US\$449 million | 406 |
| – 4.875% notes, maturing in 2048 | US\$2,000 million | 1,874 | US\$2,000 million | 1,810 |
| – 4.700% notes, maturing in 2064 | US\$727 million | 681 | US\$727 million | 658 |
| Monsanto Company, USA | | | | |
| – Lease contracts | US\$120 million | 112 | US\$120 million | 108 |
| Bayer Real Estate GmbH, Germany | | | | |
| – Contractual obligations to Bayer-Pensionskasse VVaG | €57 million | 57 | €54 million | 54 |
| Guarantees for other Group companies | | 19 | | 7 |
| | | 22,115 | | 24,539 |

Bayer AG issued commitments for its subsidiaries Bayer CropScience Beteiligungsgesellschaft mbH, Zweite Bayer Real Estate VV GmbH, Dritte Bayer Real Estate VV GmbH, Monsanto Agrar Deutschland GmbH, Gloryfeel GmbH and Gloryfeel Global GmbH under which it assumed liability until the end of 2024 for obligations of these companies that arose in 2023. Based on our knowledge of their respective economic situations, these companies are able to meet the underlying obligations. The contingent liabilities are therefore not expected to materialize.

The company remains liable for pension obligations of €424 million (2022: €413 million) that were transferred to a subsidiary through a liability assumption agreement or via carve-outs. The company's liability in this regard is not expected to materialize. Based on our knowledge of the subsidiary's economic position, the subsidiary concerned is able to meet the respective obligations.

In connection with the sale of the Animal Health business to Elanco Animal Health Incorporated, agreements were reached regarding the potential settlement of tax claims that may result in corresponding liabilities. The materialization of these liabilities depends on the outcome of a tax audit.

32. Other financial commitments

In addition to provisions, other liabilities and contingent liabilities, there were also other financial commitments.

Other Financial Commitments

| | € million |
|--|--------------|
| Rental and lease agreements | 4,953 |
| <i>of which with subsidiaries</i> | 4,840 |
| Collaboration agreements | 3,407 |
| <i>of which with subsidiaries</i> | 1,308 |
| Planned or ongoing capital expenditure projects (with order commitments) | 402 |
| <i>of which with subsidiaries</i> | 4 |
| Effective initial fund of Bayer-Pensionskasse VVaG | 965 |
| Effective initial fund of Rheinische Pensionskasse VVaG | 132 |
| | 9,859 |

33. Derivatives/hedging relationships

In the course of their business, Bayer AG and companies in the Bayer Group are exposed to foreign exchange, interest-rate and price risks, which are hedged principally by means of derivatives. Most of these are over-the-counter (OTC) instruments. Derivative financial instruments are employed on the basis of uniform guidelines and are subject to strict internal controls. Apart from a few low-value exceptions, their use is confined to the hedging of the Bayer Group's operating business and of the related investments and financing transactions. The instruments used for currency hedging are mainly forward exchange contracts and currency options. Interest-rate swaps are used to hedge interest rates, while commodity futures are used to hedge against price risks.

The main objective of using derivatives is to reduce fluctuations in earnings and cash flows associated with changes in foreign exchange rates, interest rates, share prices and market prices.

There is a risk that the value of derivatives could change as a result of fluctuations in underlying parameters such as exchange rates, interest rates, share prices or market prices. Where derivatives are designated as hedges, possible declines in their value are offset by corresponding increases in the value of the hedged contracts.

In the case of derivatives with a positive fair value, a credit or default risk arises if the counterparties cannot meet their obligations. To minimize this risk, contract limits are assigned to the individual banks according to their creditworthiness.

The notional amount of financial derivatives contracts concluded with external counterparties was €20.4 billion as of December 31, 2023 (December 31, 2022: €17.1 billion). Back-to-back derivatives contracts in a notional amount of €12.4 billion (December 31, 2022: €9.0 billion) were concluded with Group companies. Thus the total notional amount of derivatives was €32.8 billion (December 31, 2022: €26.1 billion), including those forming hedging relationships. The derivatives comprised the following:

| Derivatives | Notional amounts | | Positive fair values | | Negative fair values | |
|---------------------|------------------|---------------|----------------------|---------------|----------------------|---------------|
| | Dec. 31, 2022 | Dec. 31, 2023 | Dec. 31, 2022 | Dec. 31, 2023 | Dec. 31, 2022 | Dec. 31, 2023 |
| € million | | | | | | |
| Currency contracts | 24,654 | 29,644 | 245 | 232 | (325) | (304) |
| Currency options | 1,203 | 3,080 | 18 | 23 | (18) | (18) |
| Interest-rate swaps | – | 2 | – | – | – | – |
| Commodity futures | 8 | 31 | – | 1 | – | (1) |
| Stock options | 251 | – | 24 | – | (31) | – |
| | 26,116 | 32,757 | 287 | 256 | (374) | (323) |

Measurement methods

The fair values of financial derivatives are measured by the usual methods based on the market data available at the measurement date. The following principles are applied:

- // Forward exchange contracts are measured individually at their forward rates on the closing date. The forward rates depend on spot rates, including time spreads.
- // The fair values of currency options are determined using a Black-Scholes model.
- // The fair values of interest-rate swaps are determined by discounting expected future cash flows. Discounting applies market interest rates for the remaining term of these instruments.
- // The fair values of stock options are determined by a Monte Carlo simulation.

Hedging relationships

Due to existing and planned transactions, the company is subject to currency, interest-rate and share-price risks that in most cases are hedged through the use of financial derivatives that are pooled together to form hedging relationships. The table below presents the obligations that would arise without the hedging.

| Hedging Relationships | Type of risk | Hedging relationship | Amount of | Hedged risk |
|--|---------------|----------------------|----------------------------|---------------|
| | | | the underlying transaction | |
| € million | | | | Dec. 31, 2023 |
| Hedging of currency risks through currency contracts and options | | | | |
| – Planned future sales | Currency risk | Micro-hedge | 2,977 | 51 |

Currency-based portfolio hedges were also formed with the respective transactions underlying the hedges, which were concluded for Bayer AG.

The negative ineffectiveness of micro-hedges, which would have required provisions to be established, did not occur in 2023 or 2022. Anticipated foreign exchange exposure is regularly based on financial planning for the next 12 months that is used to derive transactional foreign exchange exposure.

For sales and purchase transactions in foreign currencies that are considered highly probable, a net position of purchases and sales is hedged. The planning horizon for anticipated future transactions is 12 months.

Derivatives that do not form hedging relationships

Derivatives that do not form hedging relationships had a negative fair value of €218 million, which was recognized in provisions for impending losses.

Items in the statement of financial position and carrying amounts

The carrying amounts of hedging transactions that did not form hedging relationships or that led to ineffectiveness were recognized under the following items in the statement of financial position:

| € million | Item in the statement of financial position | Carrying amount Dec. 31, 2023 |
|--|---|---|
| Options premiums paid | Other assets | 34 |
| Provisions for impending losses from forward exchange transactions | Other provisions | 218 |
| Options premiums received | Other liabilities | 34 |

34. Legal risks

As a global company with extensive business activities, the Bayer Group is exposed to numerous legal risks, particularly in the areas of product liability, competition and antitrust law, anticorruption, patent disputes, tax assessments and environmental matters. The outcome of any current or future proceedings cannot normally be predicted. It is therefore possible that legal or regulatory judgments or future settlements could give rise to expenses that are not covered, or not fully covered, by insurers' compensation payments and could significantly affect our sales and earnings. The legal proceedings referred to below do not represent an exhaustive list of all legal proceedings, but such legal proceedings we currently consider to be material.

The legal risks outlined in the following are presented irrespective of whether claims are asserted or threatened solely or directly against Bayer AG, or only against Group companies. Nothing in the descriptions that follow represents an acknowledgement by Bayer AG of any legal responsibility whatsoever or, in particular, of a joint or contingent liability of Bayer AG for claims filed primarily or exclusively against Group companies. The legal risks described are those to which Bayer AG is exposed either directly or through subsidiaries. For information on the corresponding provisions established at subsidiaries, please see the Notes to the Consolidated Financial Statements of the Bayer Group as of December 31, 2023.

Product-related litigation

Essure™: In the United States, a large number of lawsuits by users of Essure™, a medical device offering permanent birth control with a nonsurgical procedure, have been served upon Bayer. Plaintiffs allege personal injuries from the use of Essure™, including hysterectomy, perforation, pain, bleeding, weight gain, nickel sensitivity, depression and unwanted pregnancy, and seek compensatory and punitive damages. Almost all of the US claims have been settled. The remaining provision for settlements and legal fees amounts to approximately US\$65 million (€60 million) as of January 31, 2024. At the same time, we continue to support the safety and efficacy of the Essure™ device and are prepared to vigorously defend it in litigation where no amicable resolution can be achieved.

As of January 31, 2024, two Canadian lawsuits relating to Essure™ seeking class action certification had been served upon Bayer. One of the proposed class actions has been certified. In addition, approximately 170 single-plaintiff claims have been served upon Bayer. Bayer believes it has meritorious defenses and intends to defend itself vigorously.

Class actions over neonicotinoids in Canada: Proposed class actions against Bayer have been filed in Quebec and Ontario (Canada) concerning crop protection products containing the active substances imidacloprid and clothianidin (neonicotinoids). The plaintiffs are honey producers, who have filed a proposed nationwide class action in Ontario and a Quebec-only class action in Quebec. The plaintiffs are claiming for compensatory damages and punitive damages and allege Bayer and another crop protection company were negligent in the design, development, marketing and sale of neonicotinoid pesticides. The proposed Ontario class action is in a very early procedural phase. In Quebec, a court certified a class proposed by plaintiffs in 2018. Bayer believes it has meritorious defenses and intends to defend itself vigorously.

Roundup™ (glyphosate): A large number of lawsuits from plaintiffs claiming to have been exposed to glyphosate-based products manufactured by Bayer's subsidiary Monsanto Company ("Monsanto") have been served upon Monsanto in the United States. Glyphosate is the active ingredient contained in a number of Monsanto's herbicides, including Roundup™-branded products. Plaintiffs allege personal injuries resulting from exposure to those products, including non-Hodgkin lymphoma (NHL) and multiple myeloma, and are seeking compensatory and punitive damages. The plaintiffs are claiming, inter alia, that the glyphosate-based herbicide products are defective and that Monsanto knew, or should have known, of the risks allegedly associated with such products and failed to adequately warn its users. Additional lawsuits are anticipated. The majority of plaintiffs have brought actions in state courts in Missouri and California.

As of January 31, 2024, Monsanto had reached settlements and/or was close to settling in a substantial number of claims. Of the approximately 167,000 claims in total, approximately 113,000 have been settled or are not eligible for various reasons.

As of January 31, 2024, there have been 19 Roundup™ trials concluded before both federal and state courts in California, Missouri, Oregon and Pennsylvania. In 10 of those trials, the juries reached verdicts in favor of Monsanto. In the other nine trials, the plaintiffs were awarded compensatory damages and a multiple thereof in punitive damages. A few of these cases have been settled later, but in most cases Monsanto has filed post-trial motions or appealed the jury verdicts, or plans to do so. In our opinion, these verdicts are based on numerous evidentiary and legal errors, as well as unconstitutionally excessive damage awards. Bayer has two appeals pending in federal court on preemption grounds: Carson, pending in the 11th Circuit Federal Court of Appeals, and Schaffner, pending in the Third Circuit Federal Court of Appeals.

As of December 31, 2023, Bayer's provision for the glyphosate litigation totaled US\$6.3 billion (€5.7 billion). Bayer continues to believe there is no reason for safety concerns in connection with the products mentioned above.

As of January 31, 2024, a total of 32 Canadian lawsuits relating to Roundup™ had been served upon Bayer, including 11 seeking class action certification.

Bayer believes it has meritorious defenses and intends to defend the safety of glyphosate and our glyphosate-based formulations vigorously.

Dicamba: In 2016, Bader Peach Farms filed a lawsuit against Monsanto and BASF SE (“BASF”) in Missouri state court. Subsequently, lawsuits from approximately 250 plaintiffs were filed in both US state and federal courts in Missouri, Tennessee and Texas alleging crop damage claims against Monsanto, primarily for soybeans. The general claims are that off-target movement from the dicamba herbicide and/or the Xtend™ system has damaged non-dicamba-tolerant soybean and other crops. The Bader Peach Farms case was settled in 2022 without admission of liability.

Bayer continues to receive new dicamba-related claims that could be potential future lawsuits. The most significant of those was a claim by Frey Farms, which is a producer of watermelons, pumpkins and other vegetables. In April 2023, the parties entered into an agreement to resolve all of the claims of Frey Farms. With respect to all of the other dicamba cases except for Frey Farms and a small number of newly filed lawsuits and claims, Monsanto has entered into a mass tort settlement agreement. The settlement will provide for the payment of substantiated claims by soybean growers in crop years 2015 to 2020 who can demonstrate a yield loss due to the application of dicamba products to an Xtend™ crop. That portion of the settlement is capped at US\$300 million. The settlement also provides for additional funds of up to US\$100 million to pay for dicamba damage claims made by growers of other, non-soybean crops, as well as attorneys’ fees, litigation costs and settlement administration costs. The settlement claims administrator is currently in the process of determining claim eligibility and the amounts to be awarded to eligible claimants. Taking into account the payments already made, the remaining provision for settlements amounts to approximately US\$70 million (€63 million) as of December 31, 2023.

Insurance against statutory product liability claims

In connection with the above-mentioned product-related litigations, Bayer is insured against statutory product liability claims to the extent customary in the respective industries and has, based on the information currently available, taken corresponding accounting measures. However, the accounting measures relating to, in particular, Essure™ and Roundup™ (glyphosate) claims exceed the available insurance coverage.

Patent disputes

Bollgard II RR Flex™/Intacta RR2 PRO™: In 2019, the Cotton Producers Association of the State of Mato Grosso (AMPA) in Brazil filed a patent invalidity action in federal court seeking to invalidate four of Bayer’s patents covering Bollgard II RR Flex™, a cotton technology owned by Bayer. In 2020, the Brazilian patent office, in the court proceedings, acknowledged the validity of all four challenged patents. Two of the patents are also being challenged in administrative nullity proceedings before the Brazilian patent office. One of the patents, the promoter patent which expired in 2022, is also at issue in a patent invalidation action filed in Brazilian federal court by the Soybean Growers Association from the State of Mato Grosso (Aprosoja/MT) in 2017 regarding the Intacta RR2 PRO™ soybean technology. In addition to the patent invalidity claims, both lawsuits seek a refund of paid royalties. Both lawsuits were filed as collective actions and are proceeding before the same federal judge. Bayer’s Intacta RR2 PRO™ soybean technology is presently protected by four patents.

In addition to the action filed in 2017 regarding the promoter patent, the Soybean Growers Association from the State of Mato Grosso (Aprosoja/MT) is also seeking a correction of the expiration dates of all three patents protecting Bayer's Intacta RR2 PRO™ soybean technology, including the now expired promoter patent, in a separate action claiming that the two other patents had already expired and is additionally seeking a corresponding refund of paid royalties and reduction of ongoing royalty payments. In 2021, the Brazilian federal court decided to grant the requests by further soybean grower associations and the Cotton Producers Association of the State of Mato Grosso (AMPA) to be admitted as co-plaintiffs to this lawsuit. One of the two patents, the promoter patent, also covers Bollgard II RR Flex™ and is at issue in the disputes with AMPA. Aprosoja/MT argues that the term of the patents had been determined unconstitutionally. In 2021, a decision by the Brazilian Supreme Court – that the term of patents previously determined to be a minimum of 10 years from the patent being granted is unconstitutional, and that this term shall instead be set at 20 years from the filing of the patent application – became final. This will apply retroactively to certain patents, thereby shortening their term. However, Bayer believes that neither Aprosoja/MT nor other associations are entitled to a refund of paid royalties or to a reduction of ongoing royalty payments.

MON 87429/MON 94313: In 2022, Corteva Agriscience LLC ("Corteva") filed a complaint in a US federal court against Bayer. Corteva alleges infringement of three patents held by Corteva by Bayer's herbicide tolerance technologies MON 87429 (corn) and MON 94313 (soybeans), respectively. However, Bayer asserts that its technologies do not infringe any valid patent claim of Corteva and that all three patents of Corteva are invalid.

Roundup Ready™ Soybean, Event GTS40-3-2: In October 2023, Bayer's subsidiaries Monsanto Company and Monsanto do Brasil were served with an action filed in the Brazilian Superior Court of Justice by the rural unions of Sertão, Passo Fundo and Santiago in the State of Rio Grande do Sul (RS). The action challenges a 2019 decision by the court that had confirmed the protection of Roundup Ready™ soybeans under Brazilian patent law independent from plant variety protection and denied claims for a refund of paid royalties.

Bayer believes it has meritorious defenses in the above patent disputes and intends to defend itself vigorously.

Further legal proceedings

BASF arbitration: In 2019, Bayer was served with a request for arbitration by BASF. BASF alleged indemnification claims under asset purchase agreements related to the divestment of certain Crop Science businesses to BASF. BASF alleged that particular cost items, including certain personnel costs, had not been appropriately disclosed and allocated to some of the divested businesses. In 2022, the arbitral tribunal dismissed BASF's claims in their entirety. In April 2023, the Higher Regional Court of Frankfurt am Main (Germany) rejected BASF's motion to set aside the award. However, the court found that the arbitral award was technically invalid because it did not comply with a German procedural rule regarding the signatures of the tribunal members. According to the court decision, the original arbitration proceedings have not yet come to an end and still have to be concluded by a valid arbitration award that fully complies with the procedural rules. Bayer disagrees with the court decision. Both parties have appealed.

Newark Bay environmental matters: In the United States, Bayer is a backup indemnitor for certain environmental liabilities in the Lower Passaic River and/or the Newark Bay Complex which are being satisfied by an unrelated company. Bayer is currently unable to determine the extent of its potential future liability for this matter.

Mine permit Idaho: In 2019, the United States Bureau of Land Management (“BLM”) granted a permit to Bayer’s subsidiary P4 Production, LLC, for a new phosphate mine in Idaho. Phosphorus is needed for glyphosate, which is contained in a number of Bayer’s herbicides, including Roundup™ agricultural herbicides. In 2021, three non-governmental organizations challenged the permit in the United States District Court for the District of Idaho. P4 Production joined the proceeding as an intervenor. In June 2023, the court vacated the permit. Bayer has prepared a new mine permit application and is evaluating other phosphate ore mining opportunities. BLM has formally initiated its evaluation of P4’s application. We and the plaintiffs have appealed the court’s decisions.

Asbestos: In many cases, plaintiffs allege that Bayer and co-defendants employed third parties on their sites in past decades without providing them with sufficient warnings or protection against the known dangers of asbestos. Additionally, a Bayer affiliate in the United States is the legal successor to companies that sold asbestos products until 1976. Union Carbide has agreed to indemnify Bayer for this liability. Similarly, Monsanto faces numerous claims based on exposure to asbestos at Monsanto premises without adequate warnings or protection and based on the manufacture and sale of asbestos-containing products. Bayer believes it has meritorious defenses and intends to defend itself vigorously.

PCBs: Bayer’s subsidiary Monsanto has been named in lawsuits brought by various governmental entities in the United States claiming that Monsanto, Pharmacia and Solutia, collectively as a manufacturer of PCBs, should be responsible for a variety of damages due to PCBs in the environment, including bodies of water, regardless of how PCBs came to be located there. PCBs are chemicals that were widely used for various purposes until the manufacture of PCBs was prohibited by the EPA in the United States in 1979.

In 2020, Bayer entered into a class settlement, valued at approximately US\$650 million, to settle claims of approximately 2,500 municipal entities. In 2022, the court issued its final approval of the class settlement. There were approximately 84 opt-outs of the class settlement, 62 of which have now filed lawsuits: California cities, counties and municipalities (City of Los Angeles, County of San Mateo, County of Marin and County of Contra Costa), Illinois (City of Chicago, City of Evanston and City of East St. Louis), Washington (City of Seattle) and Wisconsin (City of Milwaukee).

Currently, there are five pending state attorney general cases: Delaware, Illinois, Maryland, New Jersey and Vermont. Prior cases filed or threatened by Washington D.C., Washington, New Mexico, Ohio, Pennsylvania, New Hampshire and Virginia were settled for a combined total of approximately US\$456 million. The Company also settled a pending matter with the State of Oregon for US\$698 million, reflecting unique circumstances in that State.

The Vermont Attorney General case is different from the others in scope. In June 2023, the Vermont Attorney General filed suit in state court alleging claims for damages related to PCB contamination of the state’s environment and its school buildings. The same month, a second and similar complaint (Addison Central School District) was filed in federal court (District of Vermont) by private lawyers representing 93 Vermont school districts alleging PCB contamination in school buildings. In addition, there is a pending case in Vermont on behalf of the Burlington School District and related personal injury claims (see below).

Monsanto also faces numerous lawsuits claiming personal injury due to use of and exposure to PCB products in school buildings. One group of cases with approximately 200 plaintiffs claims a wide variety of personal injuries allegedly due to PCBs in the building products of a school (Sky Valley Education Center) in King County, Washington. As of January 31, 2024, nine trials had been completed in these matters, involving a total of 65 plaintiffs. 20 of these plaintiffs were not successful as the juries decided in favor of Monsanto or a mistrial was declared after the jury was unable to reach a decision. The other 45 plaintiffs were awarded a total of approximately US\$300 million in compensatory and a multiple thereof in punitive damages. The undisputed evidence in these cases does not, in Bayer’s opinion, support the conclusions that plaintiffs were exposed to unsafe levels of PCBs or that any exposure could have caused their claimed injuries. Each of the adverse verdicts are in different stages of post-trial motions and appeal due to numerous significant trial errors.

In September 2023, a putative class action lawsuit (Neddo) was filed in the District of Vermont by a mother on behalf of her three children who attended a local school. She alleges they are at increased risk of cancer from PCB exposure and seeks the cost of medical monitoring. The complaint identifies 26 allegedly contaminated schools, and the proposed class is defined as all individuals who attended or worked at one of the contaminated schools. There are also five pending personal injury cases related to the Burlington, Vermont, high school.

There are additional personal injury cases stemming from non-school PCB exposure. In August 2023, nine cases were filed in Massachusetts state court involving 16 plaintiffs who allege various personal injuries from alleged exposure to PCBs in or near a former General Electric landfill. A personal injury and wrongful death action was filed by 169 current or former employees at Clark County Government Center in Nevada. These plaintiffs allege that PCBs contaminated the Center through prior operations by Union Pacific Railroad at the site. The Nevada action was dismissed by the court, and the plaintiffs have appealed. Lastly, there are four cases involving seven plaintiffs claiming injury due to exposure to PCBs near Monsanto's former Krummrich plant.

We believe that we also have meritorious defenses in these matters and intend to defend ourselves vigorously.

To recover costs associated with the PCB-related litigation, Bayer filed a complaint in August 2022 in the Circuit Court of St. Louis County for the State of Missouri to enforce its rights under certain indemnity contracts. Under these contracts, the companies who purchased PCBs for use in their products agreed to indemnify Monsanto for PCB-related litigation costs, including settlements.

Shareholder litigation concerning Monsanto acquisition: In Germany and the United States, investors have filed lawsuits claiming damages suffered due to the drop in Bayer AG's share price. Plaintiffs allege that Bayer AG's capital market communication in connection with the acquisition of Monsanto was flawed and that the information provided by Bayer on the risks, in particular regarding glyphosate product liability claims in the United States, was insufficient. In Germany, approximately 30 claims by approximately 340 plaintiffs had been filed and served upon Bayer as of December 31, 2023. In 2022, the Cologne Regional Court initiated a model case proceeding in accordance with the Capital Markets Model Case Act. This does not include a decision on the merits of the matter. In the parallel proceeding in the United States, the United States District Court for the Northern District of California, San Francisco Division, certified a class in May 2023. Bayer believes it has duly complied with its capital markets law obligations at all times in connection with the acquisition of Monsanto and its disclosures concerning glyphosate product liability claims and intends to defend itself vigorously against the claims in all shareholder lawsuits.

35. Related parties

Related parties are legal entities or natural persons that are able to exert influence on Bayer AG or over which Bayer AG exercises control or has a significant influence.

Transactions with related parties mainly comprise rental, service and financing transactions with subsidiaries, joint ventures and other affiliated companies, and with pension plans. Such transactions are conducted on market terms (arm's length principle).

Bayer AG has undertaken to provide *jouissance* right capital (*Genussrechtskapital*) totaling €150 million for Bayer-Pensionskasse VVaG. The entire amount remained drawn in both 2022 and 2023.

Furthermore, in 2008 the establishment of a repayable effective initial fund was agreed with Bayer-Pensionskasse VVaG. This was increased by €800 million to €1,600 million in 2012 and by a further €500 million in 2022. The amount drawn as of December 31, 2023, was €1,135 million (December 31, 2022: €1,261 million).

Moreover, in 2019, the establishment of an additional repayable effective initial fund totaling €189 million had also been agreed with Rheinische Pensionskasse VVaG. The effective initial fund therefore has a total volume of €192 million, of which €60 million had been drawn upon as of December 31, 2023 (December 31, 2022: €60 million).

36. Disclosures pursuant to Section 6b Paragraph 2 of the German Energy Act

There were no unusual transactions in connection with energy supply that were of material significance for the net assets and results of operations of Bayer AG and required disclosure under Section 6b, Paragraph 2 of the German Energy Act (EnWG).

37. Audit fees

Information on audit fees for 2023 is provided in the Notes to the Consolidated Financial Statements of the Bayer Group. The exemption under Section 285, No. 17 of the German Commercial Code (HGB) is applied in this respect.

The fees for the financial statements audit services of Deloitte GmbH Wirtschaftsprüfungsgesellschaft primarily comprised those for the audits of the consolidated financial statements of the Bayer Group and of the financial statements of Bayer AG. The audit-related services and other audit work performed by Deloitte GmbH Wirtschaftsprüfungsgesellschaft in 2023 mainly concerned the issuing of comfort letters in connection with capital-market transactions, as well as miscellaneous auditing services.

38. Total compensation of the Board of Management and the Supervisory Board and loans

The total compensation of the members of the Board of Management serving in 2023 comprised:

| Total Compensation of the Board of Management | | |
|--|---------------|---------------|
| € thousand | 2022 | 2023 |
| Fixed compensation | 6,335 | 6,988 |
| Fringe benefits | 1,296 | 5,365 |
| Pension installment | 732 | 1,407 |
| Short-term variable cash compensation | 7,280 | 752 |
| Long-term stock-based cash compensation (Aspire) ¹ | 10,136 | 14,711 |
| Severance payments in connection with the termination of service contracts | 0 | 3,757 |
| Total compensation | 25,779 | 32,980 |
| Pension service cost ^{2, 3} | 2,048 | 2,536 |

¹ Fair value at the grant date

² Including company contribution to Bayer-Pensionskasse VVaG or Rheinische Pensionskasse VVaG

³ The service cost for the pension component granted to Werner Baumann in conjunction with his termination agreement amounted to €1,261 thousand.

The total compensation of the Board of Management included €1,281 thousand (2022: €1,281 thousand) in fixed compensation, €31 thousand (2022: €48 thousand) in fringe benefits, €211 thousand (2022: €1,758 thousand) in short-term variable cash compensation, and €2,050 thousand (2022: €2,050 thousand) in long-term stock-based cash compensation that members of the Board of Management received from foreign subsidiaries. Of the pension service cost, €199 thousand (2022: €193 thousand) pertained to commitments at subsidiaries outside Germany.

The expense for 2023 contained the following components relating to long-term stock-based cash compensation (Aspire) that differ from the amounts included in total compensation:

| Multi-Year Variable Compensation of the Board of Management | | |
|--|---------------|--------------|
| € thousand | 2022 | 2023 |
| Long-term stock-based cash compensation (Aspire) | | |
| – Entitlements earned in the fiscal year | 10,136 | 14,711 |
| – Change in the value of entitlements earned in previous years | 533 | (7,684) |
| Expense | 10,669 | 7,027 |

Pension payments to former members of the Board of Management and their surviving dependents in 2023 amounted to €13,184 thousand (2022: €12,230 thousand). Provisions for pensions and similar commitments to former members of the Board of Management and their surviving dependents amounting to €235,340 thousand (2022: €205,949 thousand) were reflected in the statement of financial position of Bayer AG.

The total compensation of the Supervisory Board in 2023 was €4,970 thousand (2022: €5,007 thousand). This included attendance fees of €350 thousand (2022: €435 thousand).

There were no loans to members of the Board of Management or the Supervisory Board as of December 31, 2023, nor were any loans repaid during the year.

39. Proposal for the use of the distributable profit

The Board of Management will propose to the Annual Stockholders' Meeting on April 26, 2024, that, of the distributable profit of €2,574,582,046.65 reported in the annual financial statements for the fiscal year 2023, an amount of €108,066,649.02 be used to pay a dividend of €0.11 per share carrying dividend rights and the remaining amount of €2,466,515,397.63 be allocated to other retained earnings.

Governance Bodies

Supervisory Board

Members of the Supervisory Board held office as members of the supervisory board or a comparable supervising body of the corporations listed below (as of December 31, 2023):

Prof. Dr. Norbert Winkeljohann*

Osnabrück, Germany
(born November 5, 1957)
Chairman of the Supervisory Board
effective April 2020

Member of the Supervisory Board
effective May 2018

Independent management
consultant

Memberships on other supervisory
boards:

- Bohnenkamp AG (Chairman)
- Deutsche Bank AG
(Vice Chairman)
- Georgsmarienhütte Holding
GmbH
- Sievert SE (Chairman)

Heike Hausfeld

Leverkusen, Germany
(born September 19, 1965)

Vice Chairwoman of the
Supervisory Board
effective April 2022

Member of the Supervisory Board
effective April 2017

Chairwoman of the Bayer Central
Works Council

Dr. Paul Achleitner

Munich, Germany
(born September 28, 1956)

Member of the Supervisory Board
effective April 2002

Investor

Memberships in comparable
supervising bodies of German or
foreign corporations:

- Henkel AG & Co. KGaA
(Shareholders' Committee)

Dr. rer. nat. Simone Bagel-Trah

Düsseldorf, Germany
(born January 10, 1969)

Member of the Supervisory Board
effective April 2014

Chairwoman of the Supervisory
Board of Henkel AG & Co. KGaA
and Henkel Management AG and
of the Shareholders' Committee of
Henkel AG & Co. KGaA

Memberships on other
supervisory boards:

- Henkel AG & Co. KGaA
(Chairwoman)
- Henkel Management AG
(Chairwoman)
- Heraeus Holding GmbH

Memberships in comparable
supervising bodies of German or
foreign corporations:

- Henkel AG & Co. KGaA
(Shareholders' Committee,
Chairwoman)
-

Horst Baier**

Hanover, Germany
(born October 20, 1956)

Member of the Supervisory Board
effective April 2020

Independent consultant

Memberships in comparable
supervising bodies of German or
foreign corporations:

- DIAKOVERE gGmbH
- Ecclesia Holding GmbH
- Whitbread PLC
(Board of Directors)

Dr. Norbert W. Bischofberger

Hillsborough, USA
(born January 10, 1956)

Member of the Supervisory Board
effective April 2017

President and Chief Executive
Officer of Kronos Bio, Inc.

Memberships in comparable
supervising bodies of German or
foreign corporations:

- Morphic Holding, Inc.
(Board of Directors)
-

André van Broich

Dormagen, Germany
(born June 19, 1970)

Member of the Supervisory Board
effective April 2012

Chairman of the Bayer Group
Works Council

Chairman of the Works Council
of the Dormagen site

Ertharin Cousin

Chicago, USA
(born May 12, 1957)

Member of the Supervisory Board
effective October 2019

Independent consultant

Memberships in comparable
supervising bodies of German or
foreign corporations:

- Allwyn North America, Inc.
(formerly Camelot North America)
(Board of Directors)
 - Mondelēz International, Inc.
(Board of Directors)
-

Yasmin Fahimi

Hanover, Germany
(born December 25, 1967)

Member of the Supervisory Board effective October 2022

Chairwoman of the German Trade Union Confederation

Memberships on other supervisory boards:

- Telefónica Deutschland Holding AG (effective May 2023)

Memberships in comparable supervising bodies of German or foreign corporations:

- Kreditanstalt für Wiederaufbau AöR (Board of Supervisory Directors) (effective May 2023)

Dr. Barbara Gansewendt

Essen, Germany
(born September 29, 1963)

Member of the Supervisory Board effective April 2022

Chairwoman of the Bayer Group Executives' Committee

Chairwoman of the Executives' Committee of Bayer AG Wuppertal

Colleen A. Goggins

Princeton, USA
(born September 9, 1954)

Member of the Supervisory Board effective April 2017

Independent consultant

Memberships in comparable supervising bodies of German or foreign corporations:

- The Toronto-Dominion Bank (Board of Directors)
- IQVIA Holdings, Inc. (Board of Directors)
- SIG Combibloc Group AG (Board of Directors) (until April 2023)

Francesco Grioli

Ronnenberg, Germany
(born April 22, 1972)

Member of the Supervisory Board effective April 2022

Member of the Executive Main Board of the German Mining, Chemical and Energy Industrial Union

Memberships on other supervisory boards:

- Continental AG
- Gerresheimer AG (Vice Chairman)

Frank Löllgen

Cologne, Germany
(born June 14, 1961)

Member of the Supervisory Board effective November 2015

North Rhine District Secretary of the German Mining, Chemical and Energy Industrial Union

Memberships on other supervisory boards:

- Covestro AG
- Covestro Deutschland AG

Kimberly Mathisen

Oslo, Norway
(born May 24, 1972)

Member of the Supervisory Board effective September 2022

Chief Executive Officer of HUB Ocean

Memberships in comparable supervising bodies of German or foreign corporations:

- Aker BioMarine ASA (Board of Directors)
- Aker Horizons ASA (Board of Directors) (effective April 2023)
- Aize AS (Board of Directors)

Andrea Sacher

Berlin, Germany
(born May 8, 1981)

Member of the Supervisory Board effective September 2020

Chairwoman of the Works Council of the Berlin site

Vice Chairwoman of the Bayer Central Works Council

Claudia Schade

Leverkusen, Germany
(born December 20, 1978)

Member of the Supervisory Board effective April 2022

Chairwoman of the Works Council of the Leverkusen site

Heinz Georg Webers

Bergkamen, Germany
(born December 27, 1959)

Member of the Supervisory Board effective April 2022

Chairman of the Works Council of the Bergkamen site

Alberto Weisser

Igrejinha, Portugal
(born June 26, 1955)

Member of the Supervisory Board effective April 2021

Senior Consultant at Temasek International Pte. Ltd.

Memberships in comparable supervising bodies of German or foreign corporations:

- Linde plc (Board of Directors)
- PepsiCo, Inc. (Board of Directors)

Michael Westmeier

Leverkusen, Germany
(born August 3, 1972)

Member of the Supervisory Board effective April 2022

Chairman of the Works Council of Bayer Vital GmbH

Vice Chairman of the Bayer Group Works Council

Memberships on other supervisory boards:

- Bayer Vital GmbH

Prof. Dr. med. Dr. h. c. mult. Otmar D. Wiestler

Berlin, Germany
(born November 6, 1956)

Member of the Supervisory Board effective October 2014

President of the Hermann von Helmholtz Association of German Research Centers e. V.

Board of Management

Members of the Board of Management held office as members of the supervisory board or a comparable supervising body of the corporations listed below (as of December 31, 2023, or the date on which they ceased to be members of the Board of Management):

Standing committees of the Supervisory Board of Bayer AG (as of December 31, 2023)

Presidial Committee/ Mediation Committee

Winkeljohann* (Chairman),
Achleitner, Grioli, Hausfeld

Audit Committee

Baier** (Chairman),
Gansewendt, Hausfeld, Löllgen,
Weisser, Winkeljohann*

Human Resources and Compensation Committee

Winkeljohann* (Chairman),
Bagel-Trah, Baier**, van Broich,
Hausfeld, Sacher

Nomination Committee

Winkeljohann* (Chairman),
Bagel-Trah, Goggins, Weisser

Innovation Committee

Wiestler (Chairman),
Bischofberger, van Broich,
Cousin, Hausfeld, Löllgen, Sacher,
Winkeljohann*

ESG Committee

Cousin (Chairwoman),
Achleitner, van Broich, Fahimi,
Goggins, Hausfeld, Webers,
Winkeljohann*

* Expert member in the field of auditing pursuant to Section 100, Paragraph 5 of the German Stock Corporation Act (AktG)

** Expert member in the field of accounting pursuant to Section 100, Paragraph 5 of the German Stock Corporation Act (AktG)

William N. (Bill) Anderson

(born August 23, 1966)

Member of the
Board of Management
effective April 1, 2023,
appointed until March 31, 2026

Chairman of the Board of Management (CEO)
(effective June 1, 2023)

Wolfgang Nickl

(born May 9, 1969)

Member of the
Board of Management
effective April 26, 2018,
appointed until April 25, 2025

Finance

Stefan Oelrich

(born June 1, 1968)

Member of the
Board of Management
effective November 1, 2018,
appointed until October 31, 2025

Pharmaceuticals

Heike Prinz

(born September 24, 1964)

Member of the
Board of Management
effective September 1, 2023,
appointed until August 31, 2026

Talent

Labor Director
(effective September 1, 2023)

- Bayer Vital GmbH
(until August 2023)
-

Rodrigo Santos

(born May 28, 1973)

Member of the
Board of Management
effective January 1, 2022,
appointed until
December 31, 2024

Crop Science

Heiko Schipper

(born August 21, 1969)

Member of the
Board of Management
effective March 1, 2018,
appointed until February 28, 2025

Consumer Health

- Royal FrieslandCampina N.V.
-

Chairman of the
Board of Management (CEO)
until May 31, 2023

Werner Baumann

(born October 6, 1962)

Member of the
Board of Management
until August 31, 2023

Sarena Lin

(born January 9, 1971)

Transformation and Talent

Labor Director
(until August 31, 2023)

- Siemens Healthineers AG
(effective February 2023)
-

Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements give a true and fair representation of the assets, liabilities, financial position and profit or loss of the company, and the Combined Management Report includes a fair review of the development and performance of the business and the position of the Bayer Group and Bayer AG, together with a description of the principal opportunities and risks associated with the expected development of Bayer Group and Bayer AG.

Leverkusen, February 22, 2024
Bayer Aktiengesellschaft

The Board of Management



Bill Anderson



Wolfgang Nickl



Stefan Oelrich



Heike Prinz



Rodrigo Santos



Heiko Schipper

Independent Auditor's Report

To Bayer Aktiengesellschaft, Leverkusen/Germany

REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE COMBINED MANAGEMENT REPORT

Audit Opinions

We have audited the annual financial statements of Bayer Aktiengesellschaft, Leverkusen/Germany, which comprise the statement of financial position as at December 31, 2023, and the income statement for the financial year from January 1 to December 31, 2023, and the notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the combined management report for the parent and the group of Bayer Aktiengesellschaft, Leverkusen/Germany, for the financial year from January 1 to December 31, 2023. In accordance with the German legal requirements, we have not audited the content of those parts of the combined management report set out in the appendix to the auditor's report.

In our opinion, on the basis of the knowledge obtained in the audit,

- // the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at December 31, 2023 and of its financial performance for the financial year from January 1 to December 31, 2023 in compliance with German Legally Required Accounting Principles, and
- // the accompanying combined management report as a whole provides an appropriate view of the Company's position. In all material respects, this combined management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the content of those parts of the combined management report set out in the appendix to the auditor's report.

Pursuant to Section 322 (3) sentence 1 German Commercial Code (HGB), we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation (No. 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). We performed the audit of the annual financial statements in supplementary compliance with the International Standards on Auditing (ISA). Our responsibilities under those requirements, principles and standards are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the combined management report.

Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from January 1 to December 31, 2023. These matters were addressed in the context of our audit of the annual financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following we present the key audit matters we have determined in the course of our audit:

1. Determination of acquisition costs of investments in a subsidiary acquired as part of a non-cash contribution
2. Recoverability of investments in subsidiaries

Our presentation of these key audit matters has been structured as follows:

- a) description (including reference to corresponding information in the annual financial statements)
- b) auditor's response

1. Determination of acquisition costs of investments in a subsidiary acquired as part of a non-cash contribution

- a) In the context of an equity investment restructuring, Bayer Aktiengesellschaft made a non-cash contribution in February 2023 and in return received newly issued shares in its subsidiary Bayer Pharma Aktiengesellschaft, Berlin/Germany. As part of a capital increase, shares in Bayer Gesellschaft für Beteiligungen mbH, Leverkusen/Germany, were contributed to Bayer Pharma Aktiengesellschaft in the form of a non-cash contribution. The newly acquired shares in Bayer Pharma Aktiengesellschaft were measured at the fair value of the contributed shares in Bayer Gesellschaft für Beteiligungen mbH. The valuation of the shares received at the fair value of the contributed shares resulted in gains on disposal of equity investments of EUR 3,939 million.

The fair value of the contributed shares was determined by an external expert based on, among other matters, corporate planning prepared by the executive directors.

Given the great number of equity investments held by Bayer Gesellschaft für Beteiligungen mbH, the transaction has some specifics regarding the required valuation of the contributed shares, in which, as a consequence, numerous corporate plannings were taken into account. The result of the valuation is to a large extent influenced by estimates and discretionary decisions made by the executive directors. In the current constellation of related parties, there is no a priori balancing of interests in value determination meeting the arm's length principle. Against this background and in view of the complexity of the valuation, this issue was of particular importance in the context of our audit.

The statements of the executive directors on this subject are included in the notes to the financial statements within the presentation of the recognition and measurement policies as well as in sections 7 and 13.

- b) We initially verified, based on the underlying notarized resolution and contractual documents as well as the legally valid Commercial Register entries, whether the capital increase was conducted. In examining the measurement of the contributed shares in Bayer Gesellschaft für Beteiligungen mbH, we assessed the competence, capabilities and objectivity of the external expert engaged by the executive directors of Bayer Aktiengesellschaft. Together with our internal specialists from the Valuation Services department, we evaluated the appropriateness of the valuation methods applied by the expert to perform the measurement of the contributed shares and assessed whether the external expert's valuation was carried out in accordance with the relevant valuation standards. Our examination of the assumptions was based, among other matters, on a comparison with general and industry-specific market expectations as well as extensive explanations by the executive directors on the key value drivers and corporate planning premises. Moreover, we verified the cash flows underlying the measurement of selected equity investments with the corporate plannings. In order to examine whether the fair value of the contributed shares was determined correctly, we reviewed the applied discount rates together with our internal specialists. We also reconstructed the individual calculation steps and verified the calculations. During our audit, we assessed to what extent the valuation of the shares was influenced by subjectivity, complexity or other inherent risk factors.

2. Recoverability of investments in subsidiaries

- a) As at December 31, 2023, the annual financial statements of Bayer Aktiengesellschaft show investments in subsidiaries of EUR 71,081 million (73.1% of total assets). Bayer Aktiengesellschaft tested the recoverability of the carrying amounts of the investments in subsidiaries as at the reporting date by performing internal company valuations. Bayer Aktiengesellschaft generally determines a total company value for significant investments in subsidiaries, which is corrected for the net financial positions. The respective carrying amount of the investments is then compared to the equity value calculated on this basis and written down to the lower fair value in case of a permanent impairment. The total company values are generally calculated as the present values of the future cash flows expected by the executive directors on the basis of discounted cash flow models and are particularly dependent on the executive directors' estimate of future cash flows as well as the discount factors and growth rates applied in each case. The valuations are therefore subject to uncertainties, and even minor changes in the underlying assumptions can have major effects. Against this background and in view of the material significance for the assets, liabilities and financial performance of Bayer Aktiengesellschaft, we deemed this to be a key audit matter.

The statements of the executive directors on the subject of non-current financial assets and their recoverability are included in sections 7 and 13 of the notes to the financial statements.

- b) As part of our audit, we obtained an understanding of the process applied by the Company to evaluate the recoverability of the investments held in subsidiaries. We assessed, among other matters, whether the respective valuation models used to determine the total company value accurately reflect the conceptual requirements of the relevant valuation standards and whether the calculations based on those models were performed correctly. We also assured ourselves that the fair values were calculated appropriately and in accordance with the relevant valuation standards. To this end, we assessed, among other matters, whether the underlying future cash flows and the estimated capital costs as a whole provide a suitable basis. Our examination was based, among other matters, on a comparison with general and industry-specific market expectations as well as extensive explanations by the executive directors on the key value drivers and planning premises. We also assessed the parameters applied to determine the discount rate by checking them against market data, and reconstructed the calculation formula both logically and computationally. We moreover consulted internal specialists from the Valuation Services department on specific areas of the audit.

Other Information

The executive directors and/or the supervisory board are responsible for the other information. The other information comprises

- // the unaudited content of the combined management report specified in the appendix to the auditor's report,
- // the executive directors' confirmation regarding the annual financial statements and the combined management report pursuant to Section 264 (2) sentence 3 and Section 289 (1) sentence 5 HGB.

The executive directors and the supervisory board are responsible for the statement according to Section 161 German Stock Corporation Act (AktG) concerning the German Corporate Governance Code, which is part of the corporate governance statement included in the "Corporate Governance Report" section of the combined management report. Otherwise the executive directors are responsible for the other information.

Our audit opinions on the annual financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

- // is materially inconsistent with the annual financial statements, with the audited content of the combined management report or our knowledge obtained in the audit, or
- // otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Combined Management Report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the combined management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the combined management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) and in supplementary compliance with the ISA will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- // identify and assess the risks of material misstatement of the annual financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- // obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- // evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- // conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- // evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- // evaluate the consistency of the combined management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- // perform audit procedures on the prospective information presented by the executive directors in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements for the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the Audit of the Electronic Reproductions of the Annual Financial Statements and of the Combined Management Report Prepared for Publication Pursuant to Section 317 (3a) HGB

Audit Opinion

We have performed an audit in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the annual financial statements and of the combined management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the file, which has the SHA-256 value d2d3fda755b623f1b988f1e16265e3655ea4b0b8e36127bf25cbbd4b7ff80ccf, meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this audit only covers the conversion of the information contained in the annual financial statements and the combined management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the annual financial statements and of the combined management report prepared for publication contained in the file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this audit opinion and our audit opinions on the accompanying annual financial statements and on the accompanying combined management report for the financial year from January 1 to December 31, 2023 contained in the "Report on the Audit of the Annual Financial Statements and of the Combined Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

Basis for the Audit Opinion

We conducted our audit of the electronic reproductions of the annual financial statements and of the combined management report contained in the file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Auditing Standard: Audit of the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Purposes Pursuant to Section 317 (3a) HGB (IDW AuS 410 (06.2022)) and the International Standard on Assurance Engagements 3000 (Revised). Our responsibilities in this context are further described in the "Auditor's Responsibilities for the Audit of the ESEF Documents" section. Our audit firm has applied the requirements of the IDW Quality Management Standards.

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the Company are responsible for the preparation of the ESEF documents based on the electronic files of the annual financial statements and of the combined management report according to Section 328 (1) sentence 4 no. 1 HGB.

In addition, the executive directors of the Company are responsible for such internal controls that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's Responsibilities for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- // identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- // obtain an understanding of internal control relevant to the audit on the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- // evaluate the technical validity of the ESEF documents, i.e., whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the reporting date, on the technical specification for this electronic file.
- // evaluate whether the ESEF documents enable a XHTML reproduction with content equivalent to the audited annual financial statements and to the audited combined management report.

Report on the Audit of Compliance with the Accounting Obligations under Sec. 6b (3) Energy Industry Act (EnWG)

We audited whether the Company complied with its obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts for the financial year from January 1 to December 31, 2023.

In our opinion, the Company complied, in all material respects, with the obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts.

We conducted our audit of compliance with the obligations to maintain separate accounts in accordance with the Auditing Standard: Audit pursuant to Section 6b (5) EnWG (IDW AuS 610 Rev. (07.2021)) promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described below. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In our capacity as German Public Audit Firm, we apply the requirements of the IDW Quality Management Standards. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on compliance with the accounting obligations pursuant to Section 6b (3) EnWG.

The executive directors are responsible for the compliance with the obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts.

In addition, the executive directors are responsible for such internal control as they have determined necessary to comply with the obligations to maintain separate accounts.

The supervisory board is responsible for overseeing the Company's compliance with the accounting obligations under Section 6b (3) EnWG.

Our objective is to obtain reasonable assurance about whether the executive directors have complied, in all material respects, with their obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts, as well as to include a report in the auditor's report that comprises our audit opinion on whether the accounting obligations under Section 6b (3) EnWG have been observed. The audit of compliance with the obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts includes assessing whether the classification of accounts in relation to the activities pursuant to Section 6b (3) sentences 1 to 4 EnWG was appropriate and reasonable, and whether the principle of consistency has been adhered to.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the shareholders' meeting on April 28, 2023. We were engaged by the supervisory board on June 22, 2023. We have been the auditor of Bayer Aktiengesellschaft, Leverkusen/Germany, without interruption since the financial year 2017.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (longform audit report).

OTHER MATTER – USE OF THE AUDITOR'S REPORT

Our auditor's report must always be read together with the audited annual financial statements and the audited combined management report as well as with the audited ESEF documents. The annual financial statements and the combined management report converted into the ESEF format – including the versions to be submitted for inclusion in the Company Register – are merely electronic reproductions of the audited annual financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the audited ESEF documents made available in electronic form.

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is Michael Mehren.

Munich/Germany, February 23, 2024

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:
Andreas Wermelt
Wirtschaftsprüfer
(German Public Auditor)

Signed:
Michael Mehren
Wirtschaftsprüfer
(German Public Auditor)

**Appendix to the Auditor's Report:
Parts of the Combined Management Report whose content is unaudited**

We have not audited the content of the following parts of the combined management report:

- // The statements contained in the "About this Report" section to which reference is made in the combined management report,
- // Table A.1.2.1/1 "Nonfinancial Group Targets Through 2030", including the statements made in the footnotes as well as the following explanatory passages on the Group's non-financial targets contained in section 1.2.1 of the combined management report,
- // Tables A1.8/2 "Taxonomy Turnover Reporting", A1.8/3 "Proportion of turnover per environmental objective", A1.8/4 "Taxonomy CapEx Reporting", A1.8/5 "Proportion of CapEx per environmental objective", A1.8/6 "Taxonomy OpEx Reporting" and A1.8/7 "Proportion of OpEx per environmental objective" contained in section 1.8 of the combined management report, including the statements made in the footnotes as well as the statements made in the "EU taxonomy" subsection,
- // the statements made on the subject of Scope 3 emissions in Table A 1.8/1 "Greenhouse Gas Emissions" contained in section 1.8 of the combined management report as well as the related statements,
- // the statements made on the appropriateness and operating effectiveness of internal control (IC) and the risk management system (RMS) in accordance with Recommendation A.5 of the GCGC contained in section 3.2.1 of the combined management report under "Assessment of the risk management and internal control system pursuant to Section 91, Paragraph 3 of the German Stock Corporation Act",
- // the corporate governance statement pursuant to Section 289f and Section 315d HGB included in section 4.1 of the combined management report, and
- // all cross-references to web pages of the Company and the information to which these cross-references refer.

Financial Calendar

| | |
|-----------------------------------|-------------------|
| Annual Stockholders' Meeting 2024 | April 26, 2024 |
| Planned dividend payment day | May 2, 2024 |
| Q1 2024 Quarterly Statement | May 14, 2024 |
| 2024 Half-Year Report | August 6, 2024 |
| Q3 2024 Quarterly Statement | November 12, 2024 |
| 2024 Annual Report | March 5, 2025 |
| Annual Stockholders' Meeting 2025 | April 25, 2025 |
| Q1 2025 Quarterly Statement | May 13, 2025 |

Masthead

Published by

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Forward-Looking Statements

This publication may contain forward-looking statements based on current assumptions and forecasts made by Bayer 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 Bayer's public reports which are available on the Bayer website at www.bayer.com. The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.

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