Bayer

Investor News

Bayer AG
Investor Relations
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Largest stockholder accepts takeover offer

Allianz tenders its Schering shares to Bayer

- Overall acceptance rate rises to 39.21 percent
- Acceptance period ends on June 14, 2006 – no further extension possible

Leverkusen / June 02, 2006 – The Bayer Group has made further progress with its planned acquisition of Schering AG. On Thursday Allianz AG, Munich, tendered its shareholding, which amounts to about 11 percent of Schering's capital stock, bringing the acceptance rate as of Friday, June 2, 2006, 15:00 hours CEST, to 39.21 percent. "We're pleased that Schering's largest stockholder has accepted our attractive offer. This also serves as a signal to the other stockholders," commented Bayer Management Board Chairman Werner Wenning. "We are convinced that the acquisition of Schering will be successfully completed."

Wenning emphasized that in contrast to comparable transactions in the United States, for example, no further change to the offer conditions is possible under German law in the absence of a competing offer for Schering by a third party, nor can Bayer initiate any further extension of the acceptance period. Therefore the minimum acceptance threshold of 75 percent must now be reached by June 14, 2006, 24:00 hours CEST, otherwise the offer will lapse.

Bayer published the takeover offer on April 13, 2006, offering EUR 86 in cash per Schering share. The offer is thus approximately 61 percent above the unweighted 12-month average price and some 39 percent above the closing price of Schering shares before the first takeover rumors surfaced. Unconditional approvals have been received from the E.U. Commission and the U.S. antitrust authorities.

Additional information and the official offer document are available on the Internet at www.bayer.com.

Leverkusen, June 2, 2006

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Important Information:

This is neither an offer to purchase nor a solicitation of an offer to sell shares or American depositary shares of Schering AG. The offer has been made by Dritte BV GmbH, a wholly-owned subsidiary of Bayer AG, for all bearer shares with no par value of Schering AG (including all bearer shares with no par value represented by American depositary shares). The terms and conditions of the offer, including any possible extension of the acceptance period in case of a competing offer by a third party, have been published in the offer document after the permission of the German Federal Financial Supervisory Authority (*Bundesanstalt fur Finanzdienstleistungsaufsicht, BaFin*) has been obtained on April 12, 2006. Dritte BV GmbH also has filed a tender offer statement with the U.S. Securities Exchange Commission (SEC) with respect to the takeover offer. Investors and holders of shares and American depositary shares of Schering AG are strongly advised to read the tender offer statement and other relevant documents regarding the takeover offer filed by Dritte BV GmbH with the SEC because they contain important information. Investors and holders of shares and American depositary shares of Schering AG will be able to receive these documents free of charge at the SEC's web site (*http://www.sec.gov*), or at the web site *http://www.bayer.com*.

This is not an offer of Bayer AG's securities for sale in the United States. No such securities have been registered under the U.S. Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States must be made by means of a prospectus that contains detailed information about the issuer, its management and its financial statements.

Bayer AG has been granted exemptive relief from the provisions of Rule 14e-5 under the U.S. Securities Exchange Act of 1934, as amended, permitting it (or Dritte BV GmbH or certain of its other affiliates or financial institutions on its behalf) to make purchases of shares of Schering AG outside of the takeover offer until the end of the offer period, subject to certain conditions. Accordingly, to the extent permissible under applicable securities laws and in accordance with normal German market practice, Bayer AG, Dritte BV GmbH or its nominees or its brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, shares of Schering AG outside the United States, other than pursuant to the offer, before or during the period in which the offer is open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required by applicable securities laws.

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Updated Overall Survival Analysis Presented on Nexavar Phase III Trial

Leverkusen / June 5, 2006 – Bayer Pharmaceuticals Corporation (NYSE: BAY) and Onyx Pharmaceuticals, Inc. (Nasdaq: ONXX) today reported that Dr. Tim Eisen provided an update on the Nexavar® (sorafenib) tablets Phase III trial in patients with advanced renal cell carcinoma (RCC), or kidney cancer, during the 42nd Annual Meeting of the American Society of Clinical Oncology (ASCO) in Atlanta, GA. Dr. Eisen is the consultant medical oncologist at The Royal Marsden Hospital in London, United Kingdom. The updated analysis confirmed that overall survival was longer for Nexavar than for placebo patients.

The updated data showed a continued improvement in overall survival (OS) of 19.3 months for Nexavar patients versus 15.9 months for placebo patients (p=0.015, hazard ratio 0.77) despite the fact that 48% of placebo patients "crossed over" to Nexavar. Dr. Eisen also reported OS of 19.3 months for Nexavar vs.14.3 months for placebo (p=0.010, hazard ratio 0.74) after censoring the placebo patients. These data, while they did not reach the pre-specified result required to stop the OS analysis early, suggest a favorable survival trend for patients who received Nexavar. In April 2005, the trial was unblinded and patients who were receiving placebo could "cross over" to treatment with Nexavar based on the clinical and statistical significance of a definitive analysis of progression free survival. The final analysis of OS is planned when 540 events are observed.

"Consistent with the original interim analysis, patients receiving Nexavar lived longer than patients receiving placebo, despite almost 50% of placebo patients crossing over to Nexavar," said Dr. Eisen. "These data are encouraging and should be considered preliminary pending the final analysis," said Dr. Eisen.

Quality of Life (QOL) Data *(Abstract #4534)*
An evaluation of health-related quality of life and symptoms of the Phase III patient population was also presented today. In the study, Nexavar demonstrated a clinical benefit (as evidenced by Progression Free Survival) without adversely impacting overall quality of life, and had a positive impact on individual symptoms, such as cough, fevers, "shortness of breath", "worry that condition will worsen" and "ability to enjoy life."

"Quality of life is such an important issue for kidney cancer patients as many of them do not have evident disease symptoms," said Bill Bro, president of the Kidney Cancer Association. "Today, patients are focused on treating their disease without compromising the way they live. They want to be able to manage their cancer in a way that doesn't limit their daily activities."

Phase III Summary
More than 900 patients with advanced RCC, who had previously failed one prior systemic therapy, were randomized one-to-one to receive either 400 mg Nexavar or placebo twice a day. The primary endpoint of the study is overall survival, with progression-free survival (PFS), overall response rate, quality of life, and safety also being assessed. PFS measures the length of time that a patient lives without evident tumor growth or death.

In April 2005, the companies unblinded the trial and announced that patients enrolled in the Phase III kidney cancer trial who were receiving placebo could "cross over" to drug treatment based on the clinical and statistical significance of the definitive analysis of PFS data. Overall survival results presented at ASCO 2006 were based on an analysis of 367 survival events (patient deaths) that had occurred by November 30, 2005.

About Nexavar
Nexavar is an oral multi-kinase inhibitor that targets both the tumor cell and tumor vasculature. In preclinical models, Nexavar targeted members of two classes of kinases known to be involved in both cell proliferation (growth) and angiogenesis (blood supply) - two important processes that enable cancer growth. These kinases included RAF kinase, VEGFR-2, VEGFR-3, PDGFR-β, KIT, and FLT-3.

About Bayer Pharmaceuticals Corporation
Bayer Pharmaceuticals Corporation (www.bayerpharma.com) is part of the worldwide operations of Bayer HealthCare AG, a subsidiary of Bayer AG.

Bayer HealthCare AG, with sales of approximately 9.4 billion Euros in 2005, is one of the world's leading, innovative companies in the healthcare and medical products industry. The company combines the global activities of the Animal Health, Consumer Care, Diabetes Care, Diagnostics and Pharmaceuticals divisions. Bayer Pharmaceuticals Corporation is part of the new Global Pharmaceutical Division, established January 1, 2006, which consists of the former Biological Products and Pharmaceutical Division and now comprises three business units: Hematology/Cardiology; Oncology and Primary Care. Bayer HealthCare AG employed 33,800 people worldwide in 2005.

Bayer HealthCare AG's aim is to discover and manufacture innovative products that will improve human and animal health worldwide. The products enhance well-being and quality of life by diagnosing, preventing and treating disease.

Leverkusen, June 5, 2006

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Nexavar has been studied in more than 20 tumor types and in more than 8,000 clinical trial patients. It has demonstrated combinability with multiple anticancer agents, and is currently in Phase III clinical trials for the treatment of advanced hepatocellular carcinoma (HCC), or liver cancer, and metastatic melanoma, or skin cancer. A Phase III clinical trial in non-small cell lung cancer (NSCLC) was initiated in February 2006. In addition to company-sponsored trials, there are a variety of Nexavar studies being sponsored by government agencies, cooperative groups and individual investigators.

About Kidney Cancer

Renal cell carcinoma is the most common form of kidney cancer. Nearly 208,000 people worldwide are diagnosed (about 37,000 Americans) with renal cell carcinoma each year and more than 102,000 of them die (about 12,000 Americans) from the disease annually. For more information on renal cell carcinoma, visit the Kidney Cancer Association (KCA) web site at: www.curekidneycancer.org.

Important Safety Considerations for U.S. Patients Taking Nexavar

Based on the currently approved package insert for the treatment of patients with advanced kidney cancer, hypertension may occur early in the course of therapy and blood pressure should be monitored weekly during the first six weeks of therapy and treated as needed. Incidence of bleeding regardless of causality was 15% for Nexavar vs. 8% for placebo and the incidence of treatment-emergent cardiac ischemia/ infarction was 2.9% for Nexavar vs. 0.4% for placebo. Most common treatment-emergent adverse events with Nexavar were diarrhea, rash/desquamation, fatigue, hand-foot skin reaction, alopecia, and nausea. Grade 3/4 adverse events were 38% for Nexavar vs. 28% for placebo. Women of child-bearing potential should be advised to avoid becoming pregnant and advised against breast-feeding. In cases of any severe or persistent side effects, temporary treatment interruption, dose modification or permanent discontinuation should be considered.

For U.S. Nexavar prescribing information, visit www.nexavar.com or call 1.866.NEXAVAR (1.866.639.2827).

About Onyx Pharmaceuticals, Inc.

Onyx Pharmaceuticals, Inc. is engaged in the development of novel cancer therapies that target the molecular basis of cancer. With its collaborators, the company is developing small molecule drugs, including Nexavar with Bayer Pharmaceuticals Corporation. For more information about Onyx's pipeline and activities, visit the company's web site at: www.onyx-pharm.com.