



## MATERIAL EVENT

### **VOLUNTARY DELISTING OF THE BAYER'S SHARES FROM THE MADRID AND BARCELONA STOCK EXCHANGES**

As a continuation of the material event of Friday, June 7<sup>th</sup>, with registration number 278912, by which was communicated information regarding to the voluntary delisting of the common shares representing the share capital of Bayer Aktiengesellschaft ("**Bayer**" and the "**Shares**") from the Madrid and Barcelona Stock Exchanges, as well as their contracting through the Spanish Stock Exchange Interconnection System (Sistema de Interconexión Bursátil Español) (the "**Spanish Stock Exchanges**" and the operation the "**Delisting**"), Bayer communicates the following:

1. On Thursday, July 11<sup>th</sup>, the Delisting of the Shares from the Madrid and Barcelona Stock Exchanges was accomplished.
2. As part of the execution of the Sales Facility, on Thursday, July 18<sup>th</sup>, were sold 7.443 Bayer's shares under the Sales Facility on the Frankfurt Stock Exchange. The average price obtained for the sale of the Shares is 59,10459 euros per Share, which is the unit price that will be received by all Bayer's shareholders under the Sales Facility.
3. Once the order for the sale of the Shares has been executed and settled, *Deutsche Bank, A.G. Frankfurt* ("**Deutsche Bank AG**") will transfer to *Deutsche Bank Sociedad Anónima Española* ("**Deutsche Bank SAE**") the funds corresponding to this sale, allocating Deutsche Bank SAE this amount to the corresponding financial intermediaries in Spain, who will distribute the respective amounts among its previous holders (the selling shareholders).
4. Payment to the Bayer's shareholders, without considering any taxes eventually due under the applicable law, as well as all the costs, expenses and commissions that the depositories of the Bayer's shareholders may charge them as a consequence of the transmission of their selling orders, as well as the safekeeping and administration of such securities and whatsoever costs that are not included in the scope of the Sales Facility, will take place on or about July 24<sup>th</sup>. 2019.

As a result of the Delisting, the Shares' registration in *Iberclear - Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal* ("**Iberclear**") will be cancelled as soon as possible. This cancellation implies that all Shares which remaining registered in Iberclear on the date of this material event will be mandatorily transferred to *Clearstream Banking AG* ("**Clearstream**"), and therefore, the financial intermediaries which are still depositories of the Shares must proceed, if they have not done previously, as soon as possible, to transfer such Shares to Clearstream, using the procedure that is established for that purpose: notification to Deutsche Bank SAE of the Shares which are to be transferred and the participating entity in Clearstream with which the Shares will be deposited. Deutsche Bank SAE will provide instructions for the registration of the aforementioned Shares in Clearstream and their payment to the previously indicated participating entities of Clearstream by the financial intermediaries.

Frankfurt / Leverkusen / Madrid, July 19<sup>th</sup>

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## IMPORTANT INFORMATION

This announcement does not constitute an offer to buy, to sell, to exchange, or a solicitation of offers to buy, to sell, or to exchange Bayer's shares or any other security. The distribution of this announcement and/or the transfer of Bayer's shares in some jurisdictions may be restricted by applicable law. Persons who have access to this announcement should be aware of, and comply with, any such restrictions. Any failure to comply with those restrictions may constitute a breach of the securities laws of any such jurisdiction.