



Bayer AG
Investor Relations
51368 Leverkusen
Germany
www.investor.bayer.com

Investor News

NOT FOR DISTRIBUTION IN THE UNITED STATES OF AMERICA

Accelerated bookbuilding process started:

Bayer to reduce holding in Covestro

Majority stake maintained for the time being

Leverkusen, February 28, 2017 – Bayer AG is reducing its holding in Covestro AG from the current level of 64.2 percent. To this end, an accelerated bookbuilding process was started today after the stock market closed. Pricing and allocation of the shares are scheduled for March 1. Since the stock market listing of Covestro in 2015, the company's share price has increased tangibly. This, coupled with the favorable market environment, offers Bayer the opportunity to further reduce its holding in Covestro. However, even after the sale of this block of shares, Bayer will remain the majority stockholder of Covestro.

Bayer has made the customary undertaking to the banks supporting the transaction – Deutsche Bank and UBS – not to sell any further shares in the next 90 days. As already announced, Bayer intends to achieve full separation from Covestro in the coming years.

Bayer: Science For A Better Life

Bayer is a global enterprise with core competencies in the Life Science fields of health care and agriculture. Its products and services are designed to benefit people and improve their quality of life. At the same time, the Group aims to create value through innovation, growth and high earning power. Bayer is committed to the principles of sustainable development and to its social and ethical responsibilities as a corporate citizen. In fiscal 2016, the Group employed around 115,200 people and had sales of EUR 46.8 billion. Capital expenditures amounted to EUR 2.6 billion, R&D expenses to EUR 4.7 billion. These figures include those for the high-tech polymers business, which was floated on the stock market as an independent company named Covestro on October 6, 2015. For more information, go to www.bayer.com.

Bayer AG, Investor Relations contacts:

Dr. Jürgen Beunink (+49-214-30-65742)

Peter Dahlhoff (+49-214-30-33022)

Judith Nestmann (+49-214-30-66836)

Constance Spitzer (+49-214-30-33021)

Prof. Dr. Olaf Weber (+49-214-30-33567)

Forward-Looking Statements

This release 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.

Additional Information

This press release constitutes neither an offer to sell nor a solicitation to buy any securities of Bayer, Covestro or their subsidiaries. The Covestro shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States of America absent registration or an applicable exemption from the registration requirements under the Securities Act.