

# Bayer



Bayer AG  
Investor Relations  
51368 Leverkusen  
Germany  
[www.investor.bayer.com](http://www.investor.bayer.com)

## Investor News

---

### **Merck's actions in respect of Schering incomprehensible**

- Bayer now purchasing Schering stock on the market
  - Takeover offer remains valid
- 

**Leverkusen / June 9, 2006** – The Bayer Group is surprised at Merck's actions in respect of Schering. The company's approach is incomprehensible for three reasons:

1. Merck is now paying a price for Schering shares which, just a few weeks ago, it described as unjustified for the takeover of the company. This was the reason Merck gave at the time for withdrawing its takeover offer.
2. Merck's actions therefore have all the semblance of a blocking tactic designed to hinder Bayer's acquisition of Schering shares. Such an approach is not known to have been taken by strategic investors in the past.
3. Merck has not notified the market of its subsequent intentions in any of its statements so far, therefore leaving investors and the parties involved uncertain as to its strategy.

Bayer CEO Werner Wenning commented: "We still believe that merging the pharmaceuticals activities of Schering and Bayer is a very logical approach that should create sustained value. We are therefore resolved to pursue the proposed takeover. In order to strengthen our position, we began purchasing Schering shares on the market on Friday. We hope that Merck's intervention will not prejudice Schering's development."

Leverkusen, June 9, 2006

**Bayer AG, Investor Relations contacts:**

Dr. Alexander Rosar (+49-214-30-81013)

Dr. Juergen Beunink (+49-214-30-65742)

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

Ilia Kürten (+49-214-30-35426)

Ute Menke (+49-214-30-33021)

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

**Important Information:**

This is neither an offer to purchase nor a solicitation of an offer to sell shares or American depository 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 depository 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 für 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 depository 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 depository 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 occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases are disclosed as required by applicable securities laws.

The distribution of this announcement and the offer and sale of the securities described in this announcement in certain jurisdictions may be restricted by law. Any persons reading this announcement should inform themselves of and observe any such restrictions. This announcement may not be taken, distributed or transmitted, directly or indirectly, in any form in or into Italy, Canada or Japan.

This communication is directed only at persons who (i) are outside Italy, the United Kingdom, Canada or Japan or (ii) have professional experience in matters relating to investments or (iii) are persons falling within Article 49 (2)(a) to (d) ("high net worth companies, unincorporated associations etc") of The Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (all such persons together being referred to as "relevant persons"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

This announcement is not an offer of securities for sale in Germany and is not a listing prospectus according to the German Securities Prospectus Act (Wertpapierprospektgesetz) as amended, the Commission Regulation (EC) No 809/2004 of 29 April 2004 as amended, or any other laws applicable in Germany governing the issue, offering and sale of securities. Any investment decisions or advices for investment decisions should only be made or given based on a prospectus which also includes a section on risk factors.

# Bayer



Bayer AG  
Investor Relations  
51368 Leverkusen  
Germany  
[www.investor.bayer.com](http://www.investor.bayer.com)

## Investor News

---

27<sup>th</sup> Goldman Sachs Annual Global Healthcare Conference

**Bayer antithrombosis drug BAY 59-7939:  
Compelling data from recent phase II clinical studies support decision  
to proceed with phase III programs**

- Phase III programs in two chronic indications
- Once-daily dosing in the phase III programs for stroke prevention in atrial fibrillation and treatment of venous thromboembolism

---

**Leverkusen / June 12, 2006** – Compelling data from recent phase II clinical studies support the decision to proceed with phase III programs for Bayer HealthCare's antithrombosis drug BAY 59-7939 in two chronic indications. The compound with the active ingredient rivaroxaban will be tested in the chronic indications stroke prevention in atrial fibrillation (SPAF) and treatment of venous thromboembolism (VTE) in a once-daily dose regimen. This important milestone for BHC's pipeline was announced by Arthur J. Higgins, Chairman of BHC's Executive Committee, at the 27th Annual Goldman Sachs Healthcare Conference in Laguna Niguel, CA.

Furthermore, Higgins announced that four pipeline projects (one in cancer; three in cardiovascular), one more than originally planned, have already reached Phase II, and seven new development candidates are scheduled to undergo clinical testing in humans in 2006.

Bayer HealthCare and Ortho-McNeil Pharmaceutical Inc., a Johnson&Johnson company, who are jointly developing and marketing the antithrombosis drug, have conducted the largest ever Phase II dose-finding program with more than 1,100 patients for VTE therapy and stroke prevention in atrial fibrillation.

“The phase II data are impressive and underline our confidence in rivaroxaban,” said Arthur J. Higgins. “There is currently a pressing medical need for an oral, easy-to-administer agent that offers predictable anticoagulation, without the need for routine monitoring or dose adjustment. We believe that oral, once-daily rivaroxaban will change the paradigm of patient treatment, enabling more patients to benefit from more convenient and safer anticoagulation.”

Bayer HealthCare and Ortho-McNeil Pharmaceutical have initiated discussions with regulatory authorities on the phase III clinical development program in both of these important indications. Based on current plans the first regulatory filing in a chronic indication is anticipated in 2009.

“All the doses of rivaroxaban studied provided effective anticoagulation, with a low incidence of recurrent VTE in both studies in patients with symptomatic deep vein thrombosis. Moreover, the efficacy and safety of all doses of rivaroxaban were similar to the standard therapy – typically a heparin followed by warfarin. These data are excellent,” explained Professor Harry Büller of the Academic Medical Center, Amsterdam, Netherlands and the principal investigator of EINSTEIN-DVT – the study that investigated once-daily rivaroxaban doses of 20, 30 and 40 mg.

ODIXa-DVT, the study led by Professor Giancarlo Agnelli, University of Perugia, Italy – investigated rivaroxaban in dosages of 10, 20 and 30 mg twice daily and 40 mg once-daily. Commenting on the safety in both of these studies, Professor Agnelli said: “Importantly, rivaroxaban showed a favourable safety profile with low rates of any bleeding or adverse events, and no signal for liver toxicity. No study arm was stopped and all the doses tested, irrespective of the dosing regimen, were considered safe and effective in this setting.”

Together, ODIXa-DVT and EINSTEIN-DVT enrolled 1156 patients with acute, symptomatic DVT. Both studies assessed a wide range of daily doses of rivaroxaban against the active control – standard therapy of parenterally-administered heparin, such as a low molecular weight heparin (e.g. enoxaparin) or unfractionated heparin, followed by warfarin for up to 12 weeks.

The full data sets for both studies in the phase II dose-finding program will be presented on September, 5 2006 at the upcoming joint World Congress of Cardiology and European Society of Cardiology congress in Barcelona, Spain.

Rivaroxaban is already in phase III clinical development for VTE prevention after major elective orthopaedic surgery. The RECORD (REGulation of Coagulation in major Orthopaedic surgery reducing the Risk of DVT and PE) study program began in December 2005 and recruitment is on track and progressing well. At present Bayer HealthCare is on track for filing for market authorization in late 2007.

**About rivaroxaban (BAY 59-7939)**

Rivaroxaban is a novel, oral, direct Factor Xa inhibitor that reduces the risk of life threatening thromboembolic events. Factor Xa is a protease (the target enzyme) that acts at the pivotal point in the coagulation cascade (the process that leads to clot formation).

Present published results show that rivaroxaban offers predictable anticoagulation across a wide range of parameters, which strongly suggests that coagulation monitoring will not be required. In addition, data also show that rivaroxaban does not interact with a wide variety of drugs that are commonly given concomitant with an anticoagulant.

Rivaroxaban has the potential to offer a simple and convenient, once-daily dosing regimen in the primary prevention of thromboembolic events after major orthopaedic surgery and in patients with atrial fibrillation, and for VTE treatment and long-term secondary prevention. As an oral drug, rivaroxaban will clearly be useful in both the acute and chronic setting, and would be particularly convenient for patients who need continued anticoagulation at home, after discharge from hospital.

**Bayer HealthCare**

Bayer HealthCare, a subsidiary of Bayer AG, is one of the world's leading, innovative companies in the health care and medical products industry based in Leverkusen/Germany. In 2005, the Bayer HealthCare subgroup generated sales amounting to some 9.4 billion Euro. Bayer HealthCare employed 33.800 people worldwide in 2005.

The company combines the global activities of the divisions Animal Health, Consumer Care, Diabetes Care, Diagnostics and Pharmaceuticals. Since January 1, 2006 the new Pharmaceutical Division consists of the former Biological Products and Pharmaceutical Division and now comprises three business units: Hematology/Cardiology, Oncology and Primary Care.

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

Leverkusen, June 12, 2006

Bayer AG, Investor Relations contacts:

Dr. Alexander Rosar (+49-214-30-81013)

Dr. Juergen Beunink (+49-214-30-65742)

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

Ilia Kürten (+49-214-30-35426)

Ute Menke (+49-214-30-33021)

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

**Forward-looking statements**

This news release contains forward-looking statements based on current assumptions and forecasts made by Bayer Group 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 our public reports filed with the Frankfurt Stock Exchange and with the U.S. Securities and Exchange Commission (including our Form 20-F). The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.

# Bayer



Bayer AG  
Investor Relations  
51368 Leverkusen  
Germany  
[www.investor.bayer.com](http://www.investor.bayer.com)

## Investor News

---

### **Bayer considering further purchases of Schering shares outside of the takeover offer**

- Possibility of purchases above the EUR 86 offer price
  - Highest price paid would apply to all Schering shares tendered under the takeover offer
  - Acceptance period ends at midnight CEST Wednesday
- 

**Leverkusen / June 13, 2006** – Bayer AG is considering further purchases of Schering AG shares outside of the takeover offer for the Berlin company on the stock market or by other means through its subsidiary Dritte BV GmbH. If as a result Schering shares are purchased at prices exceeding the public takeover offer price of EUR 86, Schering stockholders who tender their shares under the takeover offer would also benefit from the higher price. In this event Bayer would, according to German law, pay the highest price at which it purchases shares to all Schering stockholders who have accepted the takeover offer by the end of the acceptance period – provided that all the offer conditions, including the attainment of the 75 percent minimum acceptance threshold, are met.

The acceptance period expires at midnight CEST on June 14, 2006, irrespective of any increase in the offer price that may occur as described above. If Bayer AG or its bidding subsidiary purchases shares outside of the takeover offer, the number of shares acquired and the respective price(s) paid will be published as required by German law, both through advertisements and on the Bayer AG website at [www.bayer.com](http://www.bayer.com).

Bayer continues to aim for the acquisition of three-quarters of Schering's capital stock. To this end a further 530, 417 Schering shares were purchased outside of the takeover offer up to 3:00 p.m. CEST on Monday, June 12 at a price of EUR 86 per

share. This means that by Monday afternoon Bayer held 45,321,928 shares of Schering AG – equivalent to 23.36 percent of the capital stock. In addition, by that time, more than 71 million Schering shares had been tendered to Bayer under the takeover offer. This is equivalent to 36.78 percent of the capital stock, and thus of the voting rights, of Schering Aktiengesellschaft.

Leverkusen, June 13, 2006

Bayer AG, Investor Relations contacts:

Dr. Alexander Rosar (+49-214-30-81013)

Dr. Juergen Beunink (+49-214-30-65742)

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

Ilia Kürten (+49-214-30-35426)

Ute Menke (+49-214-30-33021)

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

**Important Information:**

This is neither an offer to purchase nor a solicitation of an offer to sell shares or American depository 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 depository 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 für 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 depository 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 depository 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.



The distribution of this announcement and the offer and sale of the securities described in this announcement in certain jurisdictions may be restricted by law. Any persons reading this announcement should inform themselves of and observe any such restrictions. This announcement may not be taken, distributed or transmitted, directly or indirectly, in any form in or into Italy, Canada or Japan.

This communication is directed only at persons who (i) are outside Italy, the United Kingdom, Canada or Japan or (ii) have professional experience in matters relating to investments or (iii) are persons falling within Article 49 (2)(a) to (d) ("high net worth companies, unincorporated associations etc") of The Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (all such persons together being referred to as "relevant persons"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

This announcement is not an offer of securities for sale in Germany and is not a listing prospectus according to the German Securities Prospectus Act (Wertpapierprospektgesetz) as amended, the Commission Regulation (EC) No 809/2004 of 29 April 2004 as amended, or any other laws applicable in Germany governing the issue, offering and sale of securities. Any investment decisions or advices for investment decisions should only be made or given based on a prospectus which also includes a section on risk factors.