

Bayer



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News release

November 17, 2004 (repetition)

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Extraordinary Stockholders' Meeting of Bayer AG:

Stockholders approve the spin-off of Lanxess

Leverkusen/Essen – The stockholders of Bayer AG have cleared the way for the spin-off of Lanxess. At the Extraordinary Stockholders' Meeting on November 17, 2004 in Essen, they voted by a majority of 99.66 percent of the capital stock represented to approve the Spin-Off and Acquisition Agreement between Bayer AG and Lanxess AG as proposed by the Board of Management and the Supervisory Board. The Lanxess unit, which is currently operating as a Bayer subgroup, can thus be spun off. Lanxess comprises most of Bayer's chemicals activities and about one third of its polymers business. Bayer will thereafter concentrate on the primarily innovation- and technology-driven core businesses of health care, nutrition and high-tech materials.

Bayer AG Management Board Chairman Werner Wenning expressed his satisfaction with the clear result of the vote: "We were able to convince our stockholders that this strategic step can create value for the company, and thus for its stockholders as well. Bayer and Lanxess have everything they need for success in the future."

Following this decision by Bayer's stockholders, Lanxess can now be placed on the stock market as an independent company by way of a spin-off as planned. For every 10 shares he or she holds in Bayer, each stockholder will receive one Lanxess share in addition. It is intended to list Lanxess shares on the stock market in early 2005.

42.86 percent of the EUR 1.87 billion capital stock was represented when the vote was taken at the Extraordinary Stockholders' Meeting.

Leverkusen/Essen, November 17, 2004

Forward-Looking Statements

This news release contains forward-looking statements based on current assumptions and forecasts made by the managements of Bayer AG and LANXESS AG. 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 Bayer AG or LANXESS AG and the estimates given here. These factors include those discussed in Bayer AG's annual and interim reports to the Frankfurt Stock Exchange and in its reports filed with the U.S. Securities and Exchange Commission (including its Form 20-F). Bayer AG and LANXESS AG assume no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.