Årsredovisning

för

Bayer Aktiebolag

556051-3870

Räkenskapsåret

2024

Fastställelseintyg

Jag intygar att resultaträkningen och balansräkningen har fastställts på årsstämma 2025-05-21.
Årsstämman beslöt att godkänna styrelsens förslag till vinstdisposition.
Jag intygar att innehållet i dessa elektroniska handlingar överensstämmer med originalen och att originalen undertecknats av samtliga personer som enligt lag ska underteckna dessa.

Elektroniskt underskriven av:

Per Edlund, Verkställande direktör
2025-05-21

Styrelsen för Bayer Aktiebolag avger följande årsredovisning för räkenskapsåret 2024.

Årsredovisningen är upprättad i svenska kronor, SEK. Om inte annat särskilt anges, redovisas alla belopp i tusentals kronor (Tkr). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Information om verksamheten

Bayer AB marknadsför och säljer humanmedicinska läkemedel, vitamintillskott, medicintekniska produkter och medicinteknisk utrustning i Sverige, samt kemiprodukter i Norden och Baltikum. Företaget bedriver även agenturförsäljning av Bayer AG-koncernens övriga produkter som jordbruks- och kemiprodukter på den svenska marknaden. För denna tjänst uppbär företaget provisionsintäkter.

Företaget har sitt säte i Solna.

Väsentliga händelser under räkenskapsåret

Patenten för en av Bayer AG koncernens största produkter, Xarelto, går ut under 2026, men redan under 2024 har företaget utsatts för patentintrång avseende denna produkt och försäljningen har kraftigt påverkats. Rättsliga åtgärder av vidtagits av Bayer AG-koncernen för att minimera de negativa finansiella konsekvenserna av detta.

Försäljningen av företagets största produkt, Eylea, har minskat under 2024 till följd av förlorade marknadsandelar och andra externa faktorer. Företaget vidtar åtgärder för att återhämta försäljningen under 2025.

Som ett led i Bayer AG-koncernens optimering av bolagsstrukurer, avyttrade företaget i september 2024 dotterföretaget Bayer Israel Ltd till Bayer Global Investments B.V. Till följd av avyttringen redovisar företaget en betydande realisationsvinst under Övriga rörelseintäkter.

Under 2024 ingick företaget ett femårigt avtal om operationell leasing av lokal med tillträde planerat i slutet av 2025. Förtida upphörande av leasingavtal för nuvarande lokal med samma hyresvärd sker i samband med tillträde till den nya lokalen.

I linje med Bayer AG-koncernens införande av nya verksamhetsmodeller, har företaget genomfört justeringar av storlek och organisationsstruktur av företagets olika delar. Omstruktureringsprogrammen påbörjades under 2023 och kommer fortgå till och med 2025. Kortfristiga och långfristiga upplupna kostnader för avtalade avgångsvederlag är reserverade.

Förväntad framtida utveckling samt väsentliga risker och osäkerhetsfaktorer

Baserat på historisk försäljningsutveckling av prioriterade produkter förväntar sig styrelsen en mindre omsättningsminskning med bibehållen rörelsemarginal för 2025.

Då patenten för några av Bayerkoncernens försäljningsmässigt största produkter går ut under 2025 och 2026, vidtar företaget både lokalt och globalt åtgärder för att minimera de negativa finansiella konsekvenserna av detta.

Företaget följer noggrant utvecklingen av det ekonomiska läget i samhällsekonomin, och kommer fortsätta att vidta åtgärder för att skydda anställda, kunder och övriga intressenter, samt minimera påverkan på företagets verksamhet.

Agenturverksamheten av kemikalier har den 1 april 2025 avyttrats till The Nordic Chemical Agency AB. Avyttringen har inte medfört några väsentliga finansiella konsekvenser.

Företagets risker har värderats av företagsledningen och bedömningen är baserad på sannolikhet och konsekvens. Identifieringen av risker har utgått från de bedömda affärsriskerna som finns i företaget. Riskerna är definierade som en händelse som påverkar företagets möjlighet att uppnå sina verksamhetsmål och genomföra sina strategier.

Att sälja läkemedel är förknippat med risker och osäkerhetsfaktorer. Som exempel kan nämnas uppkomsten av biverkningar, apoteks utbyte av orignalpreparat mot generiska preparat samt konkurerande parallellimport av originalpreparat från andra länder.

Regulatoriska myndigheter med ansvar för kemikalier uppställer idag större krav än tidigare för att godkänna registrering av produkter för lantbruk. De ökade kraven från myndigheter utgör en risk för produkter inom denna verksamhetsgren när nuvarande registreringar löper ut och ska förnyas.

Företagsledningen monitorerar löpande de risker och osäkerhetsfaktorer som förekommer inom företagets olika verksamhetsgrenar.

Forskning och utveckling

Bayer AG-koncernen bedriver forskning och utveckling inom alla sina verksamhetsgrenar. Bayer AB bedriver dock ingen egen forskning och utveckling, men utför vissa tjänster åt andra koncernbolag. Företaget erhåller därför ersättning för havda kostnader avseende utförda tjänster åt Bayer AG-koncernens forsknings- och utvecklingsprojekt.

Användande av finansiella instrument

Vid större specialtransaktioner i utländsk valuta som till exempel förvärv eller avyttring av verksamhetsgren eller företag, nyttjas säkringsredovisning för att reducera valutariskerna. Ytterligare information beträffande säkringsredovisning återfinns i not 1 Redovisnings- och värderingsprinciper.

Andra icke-finansiella upplysningar

Personal

Bayer AB har en hög ambition att vara en attraktiv arbetsgivare. Företaget fortsätter därför att arbeta med utvecklingen av en god arbetsmiljö, tillse att företaget har en rättvis och jämställd lönebildning samt har målsättningen att medarbetarna får arbeta med spännande och utvecklande uppdrag. Företaget har sedan tidigare kollektivavtal (tjänstemannaavtal mellan Svensk Handel och Unionen). Medarbetare har tillgång till en gemensam företagshälsovård och sjukvård, samt företaget är en arbetsgivare som arbetar aktivt med friskvård. Sjuktalet för år 2024 var 1,40% (1,66%), vilket visar en minskning av sjukfrånvaron under det senaste året. Företaget har en åldersstruktur där 78% (77%) av medarbetarna är över 40 år, och medelåldern är 47 år (47 år).

Hållbarhetsupplysningar

Företaget upprättar inte någon lagstadgad hållbarhetsrapport enligt ÅrL 6 kap 10§ utan hänvisar till den hållbarhetsredovisning som upprättas av yttersta moderbolaget. Det yttersta moderföretaget Bayer AG, organisationsnummer HRB 48248 med säte i Leverkusen, Tyskland, upprättar hållbarhetsrapport för koncernen där företaget ingår. Koncernens hållbarhetsrapportering sker enligt GRI Standards (Global Reporting Initiative) samt UNGCs (United Nations Global Compact) 10 principer. Koncernens hållbarhetsrapport kan beställas via företaget eller Bayer AG, DE-51368 Leverkusen, Tyskland, och finns även tillgänglig via Bayer AGs hemsida www.bayer.com.

Ägarförhållanden

Bayer AB är ett helägt dotterföretag till Bayer Nordic SE (Finland). Moderföretaget i den största koncern där Bayer AB är dotterföretag är Bayer AG (Tyskland).

Flerårsöversikt (Tkr)	**2024**	**2023**	**2022**	**2021**	**2020**
Nettoomsättning	1 394 319	1 607 103	1 651 817	1 565 064	1 493 571
Rörelseresultat	275 982	125 227	110 137	67 871	33 749
Resultat efter finansiella poster	278 752	126 238	113 487	68 597	33 195
Balansomslutning	936 346	846 722	762 513	830 810	727 399
Eget kapital	587 818	520 342	421 069	331 927	278 309
Antal anställda	118	123	136	156	167
Bruttovinstmarginal (%)	35,4	32,4	34,6	35,4	32,0
Rörelsemarginal (%)	19,8	7,8	6,7	4,3	2,3
Avkastning på totalt kap. (%)	29,9	15,2	14,9	8,3	4,7
Avkastning på eget kap. (%)	47,4	24,3	27,0	20,7	11,9
Soliditet (%)	62,8	61,4	55,2	40,0	38,3
Kassalikviditet (%)	184,7	163,5	101,3	105,9	83,7
Balanslikviditet (%)	281,7	267,7	261,5	184,1	180,4

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

Förändringar i eget kapital

	Aktie-kapital	**Reserv-fond**	**Balanserad vinst**	**Årets vinst**	**Totalt**
Belopp vid årets ingång	10 000	2 000	409 069	99 274	**520 343**
Disposition enligt beslut av årsstämman:					
Utdelning			-200 000		**-200 000**
Balanseras i ny räkning			99 274	-99 274	**0**
Årets resultat				267 476	**267 476**
Belopp vid årets utgång	**10 000**	**2 000**	**308 343**	**267 476**	**587 819**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	308 342 261
årets vinst	267 475 675
	575 817 936
disponeras så att	
till aktieägare utdelas	300 000 000
i ny räkning överföres	275 817 936
	575 817 936

Styrelsen föreslås bemyndigas att besluta om tidpunkt då utdelningen skall betalas.

Styrelsen anser att förslaget är förenligt med försiktighetsregeln i 17 kap. 3 § aktiebolagslagen med hänsyn till de krav verksamhetens art, omfattning och risk ställer på storleken på det egna kapitalet, bolagets konsolideringsbehov, likviditet och ställning i övrigt.

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning samt kassaflödesanalys med noter.

Resultaträkning

Tkr

	Not	2024-01-01 -2024-12-31	2023-01-01 -2023-12-31
Rörelsens intäkter			
Nettoomsättning	2	1 394 319	1 607 103
Övriga rörelseintäkter	3	230 340	2 078
		1 624 659	**1 609 181**
Rörelsens kostnader			
Handelsvaror		-900 777	-1 085 635
Övriga externa kostnader	4, 5	-222 473	-184 938
Personalkostnader	6	-222 715	-209 538
Avskrivningar och nedskrivningar av materiella anläggningstillgångar		-2 400	-2 678
Övriga rörelsekostnader		-312	-1 164
		-1 348 678	**-1 483 954**
Rörelseresultat		**275 982**	**125 227**
Resultat från finansiella poster			
Övriga ränteintäkter och liknande resultatposter	7	4 237	3 196
Räntekostnader och liknande resultatposter	8	-1 467	-2 184
		2 770	**1 011**
Resultat efter finansiella poster		**278 752**	**126 238**
Resultat före skatt		**278 752**	**126 238**
Skatt på årets resultat	9	-11 276	-26 965
Årets resultat		**267 476**	**99 274**

Balansräkning

Tkr

	Not	2024-12-31	2023-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Materiella anläggningstillgångar			
Inventarier, verktyg och installationer	10	8 013	9 246
		8 013	**9 246**
Finansiella anläggningstillgångar			
Andelar i koncernföretag	11	0	10 807
Andra långfristiga värdepappersinnehav	12	1	1
Uppskjuten skattefordran	13	526	76
		527	**10 884**
Summa anläggningstillgångar		**8 540**	**20 129**
Omsättningstillgångar			
Varulager m m			
Färdiga varor och handelsvaror		319 555	321 138
		319 555	**321 138**
Kortfristiga fordringar			
Kundfordringar		217 289	229 417
Fordringar hos koncernföretag		376 344	263 447
Aktuella skattefordringar		1 860	0
Övriga fordringar		3 150	1 409
Förutbetalda kostnader och upplupna intäkter	14	9 608	11 183
		608 250	**505 455**
Summa omsättningstillgångar		**927 806**	**826 593**
SUMMA TILLGÅNGAR		**936 346**	**846 722**

Balansräkning

Tkr

	Not	2024-12-31	2023-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital	15	10 000	10 000
Reservfond		2 000	2 000
		12 000	**12 000**
Fritt eget kapital	16		
Balanserad vinst eller förlust		308 342	409 069
Årets resultat		267 476	99 274
		575 818	**508 342**
Summa eget kapital		**587 818**	**520 342**
Avsättningar			
Övriga avsättningar	17	14 581	14 683
Summa avsättningar		**14 581**	**14 683**
Långfristiga skulder	18		
Övriga skulder		4 551	2 607
Summa långfristiga skulder		**4 551**	**2 607**
Kortfristiga skulder			
Checkräkningskredit	19	1	1
Leverantörsskulder		72 655	49 782
Skulder till koncernföretag		65 706	86 155
Aktuella skatteskulder		0	7 818
Övriga skulder		33 850	32 735
Upplupna kostnader och förutbetalda intäkter	20	157 183	132 599
Summa kortfristiga skulder		**329 396**	**309 090**
SUMMA EGET KAPITAL OCH SKULDER		**936 346**	**846 722**

Kassaflödesanalys

Tkr

	Not	2024-01-01 -2024-12-31	2023-01-01 -2023-12-31
Den löpande verksamheten			
Resultat efter finansiella poster		278 752	126 238
Justeringar för poster som inte ingår i kassaflödet	21	-225 933	-37 909
Betald skatt		-21 404	-26 352
Kassaflöde från den löpande verksamheten före förändring av rörelsekapital		**31 415**	**61 977**
Kassaflöde från förändring av rörelsekapitalet			
Förändring av varulager och pågående arbete		1 583	133 106
Förändring av kundfordringar		12 128	9 885
Förändring av kortfristiga fordringar		-113 065	-228 049
Förändring av leverantörsskulder		22 873	13 881
Förändring av kortfristiga skulder		5 251	11 253
Kassaflöde från den löpande verksamheten		**-39 815**	**2 053**
Investeringsverksamheten			
Investeringar i materiella anläggningstillgångar		-1 260	-2 053
Försäljning av materiella anläggningstillgångar		97	0
Försäljning av finansiella anläggningstillgångar		240 978	0
Kassaflöde från investeringsverksamheten		**239 815**	**-2 053**
Finansieringsverksamheten			
Utbetald utdelning		-200 000	0
Kassaflöde från finansieringsverksamheten		**-200 000**	**0**
Årets kassaflöde		**0**	**0**
Likvida medel vid årets början		0	0
Likvida medel vid årets slut		**0**	**0**

Noter

Tkr

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar

Årsredovisningen har upprättats i enlighet med årsredovisningslagen och Bokföringsnämndens allmänna råd BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Redovisningsprinciperna är oförändrade jämfört med tidigare år.

Intäktsredovisning

Det inflöde av ekonomiska fördelar som företaget erhållit eller kommer att erhålla för egen räkning redovisas som intäkt. Intäkter värderas till verkliga värdet av det som erhållits eller kommer att erhållas, med avdrag för rabatter.

Vid försäljning av varor redovisas en intäkt när följande kriterier är uppfyllda:
- de ekonomiska fördelarna som är förknippade med transaktionen sannolikt kommer att tillfalla företaget,
- inkomsten kan beräknas på ett tillförlitligt sätt,
- företaget har överfört de väsentliga riskerna och fördelarna som är förknippade med varornas ägande till köparen,
- företaget har inte längre ett sådant engagemang i den löpande förvaltningen som vanligtvis förknippas med ägande och utövar inte heller någon reell kontroll över de sålda varorna, samt
- de utgifter som har uppkommit eller förväntas uppkomma till följd av transaktionen kan beräknas på ett tillförlitligt sätt.

Rapportering för verksamhetsgrenar och geografiska marknader

Företagets verksamhetsgrenar utgörs av försäljning av produkter inom områdena Läkemedel (receptbelagda humanmedicinska läkemedel och medicinteknisk utrustning), Konsumenthälsa (receptfria humanmedicinska läkemedel, vitamintillskott och medicintekniska produkter), Jordbruk (produkter för professionell svamp-, ogräs och insektsbekämpning) och Kemi (råmaterial till tillverkningsindustrin för kemikalier, läder, färg, förpackningar och byggnader). Företagets verksamhet inom områdena Läkemedel och Konsumenthälsa bedrivs på den svenska marknaden, medan verksamheten inom Kemiområdet bedrivs på den nordiska och baltiska marknaden. Företaget bedriver även agenturförsäljning på den svenska marknaden av Bayer AG-koncernens övriga produkter inom områdena jordbruksprodukter och kemikalier. För denna tjänst uppbär företaget provisionsintäkter. Företaget erhåller även ersättning för kostnader avseende utförda tjänster åt Bayer AG-koncernens försknings- och utvecklingsprojekt inom området läkemedel.

Anläggningstillgångar

Materiella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar enligt plan och eventuella nedskrivningar.

Tillkommande utgifter som uppfyller tillgångskriteriet räknas in i tillgångens redovisade värde. Utgifter för löpande underhåll och reparationer redovisas som kostnader när de uppkommer.

Materiella anläggningstillgångar

Avskrivning sker linjärt över den förväntade nyttjandeperioden med hänsyn till väsentligt restvärde. Följande avskrivningstid i år tillämpas:

Inventarier, verktyg och installationer	3-12

Finansiella tillgångar och skulder

Finansiella tillgångar och skulder redovisas i enlighet med kapitel 11 (Finansiella instrument värderade utifrån anskaffningsvärdet) i BFNAR 2012:1.

Redovisning i och borttagande från balansräkningen
En finansiell tillgång eller finansiell skuld tas upp i balansräkningen när företaget blir part i instrumentets avtalsmässiga villkor. En finansiell tillgång tas bort från balansräkningen när den avtalsenliga rätten till kassaflödet från tillgången har upphört eller reglerats. Detsamma gäller när de risker och fördelar som är förknippade med innehavet i allt väsentligt överförts till annan part och företaget inte längre har kontroll över den finansiella tillgången. En finansiell skuld tas bort från balansräkningen när den avtalade förpliktelsen fullgjorts eller upphört.

Derivatinstrument som ingår i säkringsredovisning
Företaget utnyttjar koncerninterna valutaterminskontrakt för att hantera väsentliga valutarisker som uppstår mellan bokningstillfället och förfallodag för kund- respektive leverantörsfakturor, samt materiella specialtransaktioner i utländsk valuta. Med specialtransaktioner menas exempelvis förvärv eller avyttring av rörelsegren eller företag. När transaktionen ingås, dokumenteras förhållandet mellan säkringsinstrumentet och den säkrade valutarisksexponeringen. Företaget dokumenterar också företagets bedömning, både när säkringen ingås och fortlöpande, av huruvida de derivatinstrument som används i säkringstransaktioner i hög utsträckning är effektiva när det gäller att motverka förändringar i kassaflöden som är hänförliga till de säkrade posterna.

Säkringsredovisningens upphörande
Säkringsredovisningen avbryts därmed om säkringsinstrumentet förfaller, säljs, avvecklas eller löses in, eller säkringsrelationen inte längre uppfyller villkoren för säkringsredovisning. Eventuellt resultat från en säkringstransaktion som avbryts i förtid redovisas omedelbart i resultaträkningen.

Värdering av finansiella tillgångar
Finansiella tillgångar värderas vid första redovisningstillfället till anskaffningsvärde, inklusive eventuella transaktionsutgifter som är direkt hänförliga till förvärvet av tillgången. Finansiella omsättningstillgångar värderas efter första redovisningstillfället till det lägsta av anskaffningsvärdet och nettoförsäljningsvärdet på balansdagen. Finansiella anläggningstillgångar värderas efter första redovisningstillfället till anskaffningsvärde med avdrag för eventuella nedskrivningar och med tillägg för eventuella uppskrivningar.

Kundfordringar och övriga fordringar som utgör omsättningstillgångar värderas individuellt till det belopp som beräknas inflyta.

Vid värdering enligt lägsta värdets princip respektive vid bedömning av nedskrivningsbehov anses företagets finansiella instrument som innehas för riskspridning ingå i en värdepappersportfölj och värderas därför som en post.

Värdering av finansiella skulder
Finansiella skulder värderas till upplupet anskaffningsvärde. Utgifter som är direkt hänförliga till upptagande av lån korrigerar lånets anskaffningsvärde och periodiseras enligt effektivräntemetoden.

Kvittning av finansiell fordran och finansiell skuld

En finansiell tillgång och en finansiell skuld kvittas och redovisas med ett nettobelopp i balansräkningen endast då legal kvittningsrätt föreligger samt då en reglering med ett nettobelopp avses ske eller då en samtida avyttring av tillgången och reglering av skulden avses ske.

Nedskrivningsprövning av finansiella anläggningstillgångar
Vid varje balansdag bedöms om det finns indikationer på nedskrivningsbehov av någon av de finansiella anläggningstillgångarna. Nedskrivning sker om värdenedgången bedöms vara bestående och prövas individuellt.

Leasing
Leasetagare
Alla leasingavtal redovisas som operationella leasingavtal.

Operationella leasingavtal
Leasingavgifterna enligt operationella leasingavtal, inklusive förhöjd förstagångshyra men exklusive utgifter för tjänster som försäkring och underhåll, redovisas som kostnad linjärt över leasingperioden.

Varulager
Varulagret är upptaget till det lägsta av anskaffningsvärdet och nettoförsäljningsvärdet. Därvid har inkuransrisk beaktats. Anskaffningsvärdet beräknas enligt vägda genomsnittspriser. I anskaffningsvärdet ingår förutom utgifter för inköp även utgifter för att bringa varorna till deras aktuella plats och skick.

Skatt
Skatt på årets resultat i resultaträkningen består av aktuell skatt och uppskjuten skatt. Aktuell skatt är inkomstskatt för innevarande räkenskapsår som avser årets skattepliktiga resultat och den del av tidigare räkenskapsårs inkomstskatt som ännu inte har redovisats. Uppskjuten skatt är inkomstskatt för skattepliktigt resultat avseende framtida räkenskapsår till följd av tidigare transaktioner eller händelser.

Uppskjuten skatteskuld redovisas för alla skattepliktiga temporära skillnader, dock inte för temporära skillnader som härrör från första redovisningen av goodwill. Uppskjuten skattefordran redovisas för avdragsgilla temporära skillnader och för möjligheten att i framtiden använda skattemässiga underskottsavdrag. Värderingen baseras på hur det redovisade värdet för motsvarande tillgång eller skuld förväntas återvinnas respektive regleras. Beloppen baseras på de skattesatser och skatteregler som är beslutade före balansdagen och har inte nuvärdesberäknats.

Uppskjutna skattefordringar har värderats till högst det belopp som sannolikt kommer att återvinnas baserat på innevarande och framtida skattepliktiga resultat. Värderingen omprövas varje balansdag.

Avsättningar
En avsättning redovisas i balansräkningen när företaget har en legal eller informell förpliktelse till följd av en inträffad händelse och det är sannolikt att ett utflöde av resurser krävs för att reglera förpliktelsen och en tillförlitlig uppskattning av beloppet kan göras.
Vid första redovisningstillfället värderas avsättningar till den bästa uppskattningen av det belopp som kommer att krävas för att reglera förpliktelsen på balansdagen. Avsättningarna omprövas varje balansdag.

Ersättningar till anställda
Ersättningar till anställda avser alla former av ersättningar som företaget lämnar till de anställda. Kortfristiga ersättningar utgörs av bland annat löner, betald semester, betald frånvaro, bonus och ersättning efter avslutad anställning. Långfristiga ersättningar utgörs av bonus och eventuella ersättningar vid uppsägning. Ersättningar redovisas som kostnad och en skuld då det finns en legal eller informell förpliktelse att betala ut en ersättning till följd av en tidigare händelse och en tillförlitlig uppskattning av beloppet kan göras.

Ersättningar vid uppsägningar, i den omfattning ersättningen inte ger företaget några framtida ekonomiska fördelar, redovisas som en skuld och en kostnad så snart företaget har en legal eller informell förpliktelse att antingen
a) avsluta en anställds eller en grupp av anställdas anställning före den normala tidpunkten för anställningens upphörande, eller
b) lämna ersättningar vid uppsägning genom erbjudande för att uppmuntra frivillig avgång.
Ersättningar vid uppsägningar redovisas endast när företaget har en detaljerad plan för uppsägningen och inte har någon realistisk möjlighet att annullera planen.

Bonusar
Företaget har kortfristiga bonussystem för alla anställda, och ersättningen är avhängig den anställdes, funktionens och koncernens prestation under året.

Därutöver har företaget även långfristiga bonussystem för vissa anställda i företagsledande befattningar. Dessa system sträcker sig över fyra år, och löper parallellt med varandra. Ersättningen per system beräknas utifrån den anställdes årslön, individuella målprocent, utvecklingen av aktiekursen för och aktieutdelningar från Bayer AG under fyraårsperioden. Värdeökningen per system från tilldelning till utbetalning är maximerad till 250%.

Avsättning för bonuskostnaden sker löpande i takt med intjäning.

Ersättningar till anställda efter avslutad anställning
Planer för ersättningar efter avslutad anställning klassificeras som antingen avgiftsbestämda eller förmånsbestämda.

Vid avgiftsbestämda planer betalas fastställda avgifter till ett annat företag, normalt ett försäkringsföretag, och Bayer AB har inte längre någon förpliktelse till den anställde när avgiften är betald. Storleken på den anställdes ersättningar efter avslutad anställning är beroende av de avgifter som har betalats och den kapitalavkastning som avgifterna ger.

Vid förmånsbestämda planer har företaget en förpliktelse att lämna de överenskomna ersättningarna till nuvarande och tidigare anställda. Företaget bär i allt väsentligt dels risken att ersättningarna kommer att bli högre än förväntat (aktuariell risk), dels risken att avkastningen på tillgångarna avviker från förväntningarna (investeringsrisk). Investeringsrisk föreligger även om tillgångarna är överförda till ett annat företag. Avgifterna för avgiftsbestämda planer redovisas som kostnad. Obetalda avgifter redovisas som skuld.

Företaget har valt att tillämpa de förenklingsregler som finns i BFNAR 2012:1. Planer för vilka pensionspremier betalas redovisas som avgiftsbestämda vilket innebär att avgifterna kostnadsförs i resultaträkningen. Skuld avseende övriga långfristiga ersättningar till anställda redovisas till nuvärdet av förpliktelsen på balansdagen.

Kassaflödesanalys
Kassaflödesanalysen upprättas enligt indirekt metod. Det redovisade kassaflödet omfattar endast transaktioner som medfört in- eller utbetalningar. Som likvida medel klassificerar företaget, förutom kassamedel, disponibla tillgodohavanden hos banker och andra kreditinstitut samt kortfristiga likvida placeringar som är noterade på en marknadsplats och har en kortare löptid än tre månader från anskaffningstidpunkten.

Offentliga bidrag
Ett offentligt bidrag som inte är förknippat med krav på framtida prestation redovisas som intäkt när villkoren för att få bidraget uppfyllts. Ett offentligt bidrag som är förenat med krav på framtida prestation redovisas som intäkt när prestationen utförs. Om bidraget har tagits emot innan villkoren för att redovisa det som intäkt har uppfyllts, redovisas bidraget som en skuld.

Poster i utländsk valuta
Monetära poster i utländsk valuta räknas om till balansdagens kurs. Icke-monetära poster räknas inte om utan redovisas till kursen vid anskaffningstillfället.

Uppskattningar och bedömningar
Upprättandet av bokslut och tillämpning av redovisningsprinciper, baseras ofta på ledningens bedömningar, uppskattningar och antaganden som anses vara rimliga vid den tidpunkt då bedömningen görs. Uppskattningar och bedömningar är baserade på historiska erfarenheter och ett antal andra faktorer, som under rådande omständigheter anses vara rimliga. Resultatet av dessa används för att bedöma de redovisade värdena på tillgångar och skulder, som inte annars framgår tydligt från andra källor. Det verkliga utfallet kan avvika från dessa uppskattningar och bedömningar. Uppskattningar och antaganden ses över regelbundet.

De uppskattningar och antaganden som innebär en betydande risk för väsentliga justeringar i redovisade värden för tillgångar och skulder under kommande år behandlas i huvuddrag nedan.

Inkurans i varulager
Företaget tillämpar inte schablonmässig inkuransnedskrivning, utan individuell prövning görs av respektive produkt utifrån faktorer som lagersaldo, hållbarhetsdatum, försäljningsprognos, tidsfrist för myndighetstillstånd att få sälja produkten mm.

Avsättningar för framtida miljörelaterade kostnader
Som framgår av not 17 har företaget gjort en större avsättning för uppskattade framtida miljörelaterade kostnader. Avsättningen är baserad på för företaget kända uppgifter om eventuella kvarstående miljöundersökningar och eventuell sanering som företaget kan åläggas av myndigheter att utföra, samt kostnadsuppskattningar därför.

Upplupna rabatter
Vid försäljning av vissa produkter inom rörelsegrenarna läkemedel och konsumenthälsa, reserveras för rabatter att utbetala vid senare tillfälle. Då försäljningen i vissa fall går igenom distributör och fördelningen till respektive slutkund vid faktureringstillfället inte för känd, kan exakt beräkning av rabatt ej alltid göras. Istället görs avsättning utifrån viktade rabattsatser baserade på förväntad försäljning per slutkund. Löpande avstämning mot marknadsstatistik görs för att minimiera rabattavvikelserna.

Nyckeltalsdefinitioner

Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Rörelseresultat
Resultat efter avskrivningar men före finansiella intäkter och kostnader, samt bokslutsdispopsitioner och skatter.

Resultat efter finansiella poster
Resultat efter finansiella intäkter och kostnader men före bokslutsdispositioner och skatter.

Balansomslutning
Företagets totala tillgångar.

Eget kapital
Företagets nettotillgångar, dvs skillnaden mellan tillgångar och skulder.

Antal anställda
Medelantal anställda under räkenskapsåret.

Bruttovinstmarginal (%)
Nettoomsättning av handelsvaror och tjänster minus inköpsvärdet för sålda handelsvaror och tjänster i procent av nettoomsättningen.

Rörelsemarginal (%)
Rörelseresultat i procent av nettomsättningen.

Avkastning på totalt kap. (%)
Rörelseresultat plus finansiella intäkter i procent av balansomslutningen.

Avkastning på eget kap. (%)
Resultat efter finansiella poster i procent av justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt).

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

Kassalikviditet (%)
Omsättningstillgångar exklusive lager och pågående arbeten i procent av kortfristiga skulder.

Balanslikviditet (%)
Omsättningstillgångar inklusive lager och pågående arbeten m.m. i procent av kortfristiga skulder.

Not 2 Nettoomsättningens fördelning

	2024	2023
Nettoomsättningen per rörelsegren		
Läkemedel	1 142 296	1 355 023
Konsumenthälsa	222 301	225 746
Jordbruk	12 826	15 685
Kemi	11 379	10 460
Övrigt	5 517	189
	1 394 319	**1 607 103**
Nettoomsättningen per geografisk marknad		
Sverige	1 235 611	1 455 067
Tyskland	106 705	82 192
Danmark	18 813	24 382
Finland	14 610	20 515
Norge	8 343	10 470
Island	3 675	2 260
Schweiz	2 954	187
Litauen	2 811	5 677
Slovenien	788	4 096
Övrigt	9	2 257
	1 394 319	**1 607 103**

Not 3 Övriga rörelseintäkter

	2024	2023
Rearesultat försäljning av finansiella anläggningstillgångar	230 171	0
Övrigt	169	2 078
	230 340	**2 078**

Not 4 Leasingavtal

Årets leasingkostnader avseende leasingavtal, uppgår till 16 568 Tkr (16 512 Tkr).

Leasingavgifter avseende operationell leasing förfaller till betalning enligt följande:

	2024	2023
Inom ett år	10 835	14 557
Senare än ett år men inom fem år	24 683	16 687
Senare än fem år	3 946	0
	39 464	**31 244**

Not 5 Arvode till revisorer

Med revisionsuppdrag avses granskning av årsredovisningen och bokföringen samt styrelsens förvaltning, övriga arbetsuppgifter som det ankommer på bolagets revisor att utföra samt rådgivning eller annat biträde som föranleds av iakttagelser vid sådan granskning eller genomförandet av sådana övriga arbetsuppgifter.

	2024	2023
Deloitte AB		
Revisionsuppdrag	259	251
	259	**251**

Not 6 Anställda och personalkostnader

	2024	2023

Medelantalet anställda		
Kvinnor	75	78
Män	43	45
	118	**123**
Löner och andra ersättningar		
Styrelse och verkställande direktör	4 675	3 955
Tantiem och liknande ersättning till styrelse och verkställande direktör	1 410	1 921
Övriga anställda	133 644	116 462
	139 729	**122 338**
Sociala kostnader		
Sociala kostnader	49 727	45 514
Pensionskostnad	27 538	27 581
	77 265	**73 095**
Totala löner, ersättningar, sociala kostnader och pensionskostnader	**216 994**	**195 433**
Könsfördelning bland ledande befattningshavare		
Andel kvinnor i styrelsen	50 %	60 %
Andel män i styrelsen	50 %	40 %

Avtal om avgångsvederlag
Det finns inga särskilda avtal om avgångsvederlag för styrelseledamöter eller verkställande direktör.

Not 7 Övriga ränteintäkter och liknande resultatposter

	2024	**2023**
Ränteintäkter från koncernföretag	3 977	3 098
Övrigt	260	98
	4 237	**3 196**

Not 8 Räntekostnader och liknande resultatposter

	2024	**2023**
Räntekostnader till koncernföretag	-1 149	-128
Övriga finansiella poster - justering av diskonteringsränta	-293	-1 998
Övriga räntekostnader	-25	-58
	-1 467	**-2 184**

Not 9 Aktuell och uppskjuten skatt

	2024	2023
Skatt på årets resultat		
Aktuell skatt	-11 726	-26 740
Uppskjuten skatt	450	-225
Totalt redovisad skatt	**-11 276**	**-26 965**

Avstämning av effektiv skatt

	2024		2023	
	Procent	**Belopp**	**Procent**	**Belopp**
Redovisat resultat före skatt		278 752		126 238
Skatt enligt gällande skattesats	20,60	-57 423	20,60	-26 005
Ej avdragsgilla kostnader		-1 730		-1 079
Ej skattepliktiga intäkter		47 426		191
Förändring värdering av temporära skillnader		450		505
Justering avseende skatter för föregående år		0		-351
Övrigt		0		-225
Redovisad effektiv skatt	**4,05**	**-11 276**	**21,36**	**-26 965**

Not 10 Inventarier, verktyg och installationer

	2024-12-31	2023-12-31
Ingående anskaffningsvärden	24 038	21 985
Inköp	1 260	2 053
Försäljningar/utrangeringar	-226	0
Utgående ackumulerade anskaffningsvärden	**25 072**	**24 038**
Ingående avskrivningar	-14 792	-12 114
Försäljningar/utrangeringar	134	0
Årets avskrivningar	-2 400	-2 678
Utgående ackumulerade avskrivningar	**-17 058**	**-14 792**
Utgående redovisat värde	**8 014**	**9 246**

Not 11 Andelar i koncernföretag

	2024-12-31	2023-12-31
Ingående anskaffningsvärden	10 807	10 807
Försäljningar	-10 807	0
Utgående ackumulerade anskaffningsvärden	**0**	**10 807**
Utgående redovisat värde	**0**	**10 807**

Not 12 Andra långfristiga värdepappersinnehav

	2024-12-31	2023-12-31
Ingående anskaffningsvärden	1	1
Utgående ackumulerade anskaffningsvärden	**1**	**1**
Utgående redovisat värde	**1**	**1**

Not 13 Uppskjuten skatt på temporära skillnader

Uppskjuten skatt på temporära skillnader

2024-12-31

Temporära skillnader	Uppskjuten skattefordran	Uppskjuten skatteskuld	Netto
Upplupna personalrelaterade kostnader	526	0	526
	526	**0**	**526**

2023-12-31

Temporära skillnader	Uppskjuten skattefordran	Uppskjuten skatteskuld	Netto
Upplupna personalrelaterade kostnader	76	0	76
	76	**0**	**76**

Förändring av uppskjuten skatt

	Belopp vid årets ingång	Redovisas i resultaträk.	Belopp vid årets utgång
Upplupna personalrelaterade kostnader	76	450	526
	76	**450**	**526**

Not 14 Förutbetalda kostnader och upplupna intäkter

	2024-12-31	2023-12-31
Förutbetalda försäkringar	3 940	5 652
Förutbetalda lokalhyror	2 986	3 965
Förutbetald marknadsföring	588	0
Upplupna varulagerersättningar	517	0
Förutbetalda bilkostnader	360	289
Övriga poster	1 217	1 277
	9 608	**11 183**

Not 15 Antal aktier och kvotvärde

Namn	Antal aktier	Kvot-värde
Antal A-Aktier	100 000	100
	100 000	

Not 16 Disposition av vinst eller förlust

	2024-12-31
Förslag till vinstdisposition	
Styrelsen föreslår att till förfogande stående vinstmedel:	
balanserad vinst	308 342
årets vinst	267 476
	575 818
disponeras så att	
till aktieägare utdelas	300 000
i ny räkning överföres	275 818
	575 818

Not 17 Övriga avsättningar

	2024-12-31	**2023-12-31**
Redovisat värde vid årets ingång	14 683	53 177
Belopp som tagits i anspråk under året	-93	-201
Belopp som återförts under året	-302	-40 292
Justeringar till följd av förändringar i nuvärden	293	1 999
	14 581	**14 683**

Till följd av företagets förvärv av Gullviks Fabriks AB 1976, har företaget varit involverad i två miljöärenden för vilka avsättning för framtida miljökostnader redovisats under åren 2011 - 2024.

Miljöärende 1:
Under 2002 gjorde Miljöförvaltningen i Malmö gällande ansvar för Bayer AB att utföra sanering relaterad till den verksamhet, vilken bedrivits i Gullviks Fabriks AB. Denna verksamhet hade överlåtits till Bayer AB i slutet av 1990-talet, och senare fusionerades Gullviks Fabriks AB med Bayer AB. År 2002 sålde Bayer AB denna verksamhet till utomstående tredje part. De undersökningar som gjordes i industriområdet, inom vilket tillverkning bedrevs under åren 1950 till 1983, påvisade föroreningar i mark och grundvatten. Fastigheten i vilken verksamheten bedrevs och som ägdes av Gullviks Fabriks AB, såldes 1982 till Alecta med ett visst kvarstående ansvar vad gäller markföroreningar. Med anledning av det ansvar som Miljöförvaltningen gjorde gällande, återköpte företaget fastigheten för att bedriva miljöundersökningar och sanering i egen regi. Bayer beslöt i samråd med Miljöförvaltningen att riva flertalet byggnader inom fastigheten, dock med undantag för en kontorsbyggnad. Saneringsarbetena avslutades under 2018, och fastigheten avyttrades i början av 2019. Kvarstående avsättning avser huvudsakligen kommande års efterkontroller.

Miljöärende 2:
Miljöförvaltningen i Malmö har vidare i december 2002 beslutat att ålägga Bayer AB att utföra markundersökningar i ett område där Gullviks Fabriks AB hade bedrivit verksamhet från ca 1920 till ca 1950 med viss begränsad fortsatt verksamhet fram till år 1974. I slutet av 1970-talet såldes aktuella fastigheter till utomstående tredje part. Området utgör idag ett bostadsområde. I enlighet med

Miljöförvaltningens föreläggande har Bayer AB utfört markundersökningar samt undersökningar av grundvattnet och dessa undersökningar pågår fortfarande. Avsättning för framtida kostnader för undersökning samt eventuell sanering av mark och grundvatten har redovisats i räkenskaperna sedan 2011. Under 2023 vann Milljöförvaltningens ansvarsutredning laga kraft, vilken begränsar Bayer ABs betalningsåtagande för återstående undersöknings- och eventuella saneringskostnader. Bayer ABs avsättning för dessa kostnader reducerades därför under 2023 i motsvarande mån.

Not 18 Långfristiga skulder

	2024-12-31	2023-12-31
Förfaller inom fem år efter balansdagen		
Upplupna personalrelaterade kostnader	4 551	2 607
	4 551	**2 607**

Not 19 Checkräkningskredit

	2024-12-31	2023-12-31
Beviljat belopp på checkräkningskredit uppgår till	135 082	132 341
Utnyttjad kredit uppgår till	1	1

Not 20 Upplupna kostnader och förutbetalda intäkter

	2024-12-31	2023-12-31
Upplupna rabatter	97 854	93 133
Upplupna personalrelaterade kostnader	50 371	26 254
Upplupna arvoden	3 683	3 764
Upplupna marknadsföringskostnader	3 513	4 053
Förutbetalda intäkter	1 151	2 995
Övriga poster	611	2 400
	157 183	**132 599**

Not 21 Justering för poster som inte ingår i kassaflödet

	2024-12-31	2023-12-31
Avskrivningar	2 400	2 678
Reavinst vid försäljning av materiella anläggningstillgångar	-13	0
Reaförlust vid utrangering av materiella anläggningstillgångar	9	0
Rearesultat försäljning av finansiella anläggningstillgångar	-230 171	0
Förändring avsättningar för framtida miljörelaterade kostnader	-102	-38 494
Förändring långfristiga skulder för ersättning vid uppsägning och personalrelaterade kostnader	1 944	-2 093
	-225 933	**-37 909**

Not 22 Ställda säkerheter och eventualförpliktelser

	2024-12-31	2023-12-31
Ställda säkerheter		
	0	0
	0	**0**

Eventualförpliktelser
Garantiförbindelse Akademiska Hus AB 4 250 Tkr (4 250 Tkr).

Not 23 Väsentliga händelser efter räkenskapsårets slut

Inga väsentliga händelser har inträffat efter räkenskapsårets utgång.

Not 24 Uppgifter om koncernbolag

Företaget är moderföretag, men med hänvisning till undantagsreglerna i årsredovisningslagen 7 kap 2§ upprättas ingen egen koncernredovisning. Ej heller företagets överordnade moderföretag Bayer Nordic SE, organisationsnummer 2430580-2 med säte i Espoo, Finland, upprättar någon koncernredovisning. Moderföretag i den största koncern där Bayer AB och dess moderföretag är dotterföretag och koncernredovisning upprättas är Bayer AG, organisationsnummer HRB 48248 med säte i Leverkusen, Tyskland. Koncernredovisning kan beställas via företaget eller Bayer AG, DE-51368 Leverkusen, Tyskland, och finns även tillgänglig via Bayer AGs hemsida www.bayer.com.Inköp och försäljning inom koncernenAv koncernens totala inköp och försäljning mätt i kronor avser 70 % (75%) av inköpen och 8% (7%) av försäljningen andra företag inom hela den företagsgrupp som koncernen tillhör.

Solna 2025-05-20

Erik Helstad
Erik Helstad
Styrelseledamot

Jennie de Wahl
Jennie de Wahl
Styrelseledamot

Toni Lindsten
Toni Lindsten
Styrelseledamot

Per Edlund
Per Edlund
Styrelseordförande, verkställande direktör

Vår revisionsberättelse har lämnats 2025-05-20

Deloitte AB

Thomas Strömberg
Thomas Strömberg
Auktoriserad revisor

ank=20250609-20250609-20250609-

Deloitte.

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning för Bayer Aktiebolag för räkenskapsåret 2024-01-01 - 2024-12-31 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Bayer Aktiebolag enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat styrelsens motiverade yttrande samt ett urval av underlagen för detta för att kunna bedöma om förslaget är förenligt med aktiebolagslagen.

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Deloitte AB

Thomas Strömberg
Auktoriserad revisor

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Health for all, Hunger for none

Bayer AG Financial Statements 2024

The Management Report of Bayer AG is combined with the Management Report of the Bayer Group. The Combined Management Report is published in Bayer's Annual Report for 2024. The financial statements and the Combined Management Report of the Bayer Group and Bayer AG for fiscal 2024 have been sent to the operator of the Company Register and are accessible via the Company Register website.

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Income Statements

€ million	Note	2023	2024
Net sales	[1]	15,961	14,866
Increase or decrease in inventories of finished goods and work in process		202	(43)
Other own work capitalized		24	33
Other operating income	[2]	3,731	3,108
Cost of materials	[3]	(11,204)	(10,351)
Expenses for raw materials, supplies and purchased goods		(4,508)	(4,138)
Expenses for purchased services		(6,696)	(6,213)
Personnel expenses	[4]	(2,340)	(2,543)
Wages and salaries		(2,006)	(2,180)
Social expenses and expenses for pensions and other benefits		(334)	(363)
of which for pensions		*(56)*	*(83)*
Write-downs	[5]	(121)	(91)
Other operating expenses	[6]	(7,580)	(8,025)
Operating income		**(1,327)**	**(3,046)**
Income from investments in affiliated companies – net	[7]	7,126	11,292
Interest income/expense – net	[8]	(622)	(968)
Other financial income/expense – net	[9]	22	60
Nonoperating income		**6,526**	**10,384**
Income taxes	[10]	(24)	1
Other taxes		(25)	(11)
Income after taxes/net income		**5,150**	**7,328**
Allocation to other retained earnings		(2,575)	(3,664)
Distributable profit		**2,575**	**3,664**

Statements of Financial Position

€ million	Note	Dec. 31, 2023	Dec. 31, 2024
ASSETS			
Noncurrent assets			
Intangible assets	[11]	335	398
Property, plant and equipment	[12]	53	43
Investments	[13]	85,069	89,619
		85,457	**90,060**
Current assets			
Inventories	[14]	3,061	2,821
Receivables and other assets			
Trade accounts receivable	[15]	1,816	1,846
Accounts receivable from subsidiaries	[16]	1,525	2,425
Other assets	[17]	680	315
	[18]	4,021	4,586
Marketable securities	[19]	1,328	872
Cash and cash equivalents		3,009	3,378
		11,419	**11,657**
Deferred charges	**[20]**	**193**	**189**
Surplus from offsetting	**[21]**	**131**	**116**
		97,200	**102,022**
EQUITY AND LIABILITIES			
Equity	**[22]**		
Capital stock		2,515	2,515
Capital reserves		18,845	18,845
Other retained earnings		12,107	18,237
Distributable profit		2,575	3,664
		36,042	**43,261**
Provisions			
Provisions for pensions	[23]	3,232	2,405
Other provisions	[24]	2,228	2,441
		5,460	**4,846**
Other liabilities			
Bonds	[25]	17,911	16,395
Liabilities to banks		27	10
Down payments received on orders		3	3
Trade accounts payable	[26]	2,118	1,871
Payables to subsidiaries	[27]	34,814	34,730
Miscellaneous liabilities	[28]	803	892
	[29]	**55,676**	**53,901**
Deferred income	**[30]**	**22**	**14**
		97,200	**102,022**

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Notes

Accounting Policies

The financial statements of Bayer AG, Leverkusen, Germany (which is entered in the commercial register of the Local Court of Cologne, Germany, HRB 48248), are prepared in accordance with the German Commercial Code (HGB), the German Stock Corporation Act (AktG) and the German Energy Industry Act (EnWG).

Business lease agreements exist between Bayer AG on the one hand, and Bayer Pharma AG and Bayer CropScience AG – the former parent companies of the respective divisions – on the other. Bayer AG as lessee manages these two companies' operational businesses on the basis of these agreements. The agreements were initially concluded as of 2017 for a term of one calendar year and are each extended by successive periods of one year unless written notice of termination effective as of the end of the preceding year is given six months in advance by either party. As of 2024, none of the parties had terminated the agreements.

Bayer AG is a generator and supplier of utilities at multiple locations and thus an energy utility as defined in Section 3, No. 18 of the EnWG. In addition, since utility supply networks are operated by a subsidiary, Bayer AG also constitutes a vertically integrated energy utility under Section 3, No. 38 of the EnWG.

Certain items in the income statement and statement of financial position are combined for the sake of clarity; they are explained in the Notes. Likewise for reasons of clarity, "of which" information required for certain items in the financial statements is presented in the Notes only. Financial income and expenses whose disclosure is not covered by a legally required item are reported under other financial income or expense.

A declaration of compliance with the German Corporate Governance Code has been issued pursuant to Section 161 of the German Stock Corporation Act (AktG) and made permanently available to stockholders online as part of the Declaration on Corporate Governance pursuant to Section 289f of the German Commercial Code (HGB). It can be downloaded from www.bayer.com/en/investors/corporate-governance.

As the parent company, Bayer AG prepares the consolidated financial statements for both the largest and the smallest scope of consolidation. As in the previous year, the Management Report of Bayer AG has been combined with the Management Report of the Bayer Group pursuant to Section 315, Paragraph 3 of the German Commercial Code (HGB) in conjunction with Section 298, Paragraph 2 HGB.

Recognition and Valuation Principles

Intangible assets that have been acquired are recognized at cost and amortized on a straight-line basis (pro rata temporis) over their estimated useful lives on an individual basis. Self-generated intangible assets are not capitalized.

Property, plant and equipment is carried at the cost of acquisition or construction less depreciation of assets that are subject to wear and tear in line with their individual useful lives. The straight-line method of depreciation is normally used. Movable assets that were already recognized as of 2007 are depreciated using the declining balance method at the maximum depreciation rates permitted for tax purposes, switching to the straight-line method as soon as this leads to higher annual depreciation.

Depreciation of the individual categories of property, plant and equipment, and amortization of the individual categories of intangible assets are based on the following useful lives:

Useful Life of Intangible Assets and Property, Plant and Equipment	
Software	3 to 4 years
Other concessions, industrial property rights, similar rights and assets, and licenses thereunder	max. 30 years
Commercial buildings	25 to 40 years
Infrastructure facilities	12 to 20 years
Plant facilities	12 to 20 years
Plant and equipment	5 to 20 years
Laboratory and research equipment	3 to 5 years
Factory and office equipment	6 to 12 years
Communication technology	3 to 10 years
Vehicles	5 to 15 years
Computer equipment	3 to 4 years

Assets that can be utilized separately and are subject to depletion are depreciated in full in the year of acquisition if their cost of acquisition or construction does not exceed €800.

Write-downs are made for any declines in value that go beyond the depletion reflected in depreciation or amortization and are expected to be permanent. If the reasons for a write-down no longer apply, a write-back is made, provided that this does not cause the carrying amount to exceed the cost of acquisition or construction less depreciation or amortization.

The cost of construction of self-constructed property, plant and equipment comprises the direct cost of materials, direct manufacturing expenses, appropriate allocations of material and manufacturing overheads, and an appropriate share of the depreciation of assets used in construction.

Investments in subsidiaries and affiliated companies as well as securities recognized in noncurrent assets are carried at cost, less write-downs for any decline in value that is expected to be permanent.

Loans receivable that are interest-free or bear low rates of interest are carried at present value. The loans also include jouissance right capital (*Genussrechtskapital*) provided to the pension funds and drawings on effective initial funds, which are carried at nominal value. Other loans receivable are carried at nominal value. Existing risks are taken into account through write-downs for any decline in value that is expected to be permanent.

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Where the reasons for write-downs made in previous years no longer apply or only partially apply, the respective items are written back accordingly, provided that the write-back does not cause the carrying amount to exceed the cost of acquisition.

Inventories are valued as follows: raw materials, supplies and goods purchased for resale at the average cost of acquisition less write-downs, and finished goods at the average cost of production. This comprises the direct cost of materials, direct manufacturing expenses, and appropriate allocations of material and manufacturing overheads, including manufacturing-related depletion of noncurrent assets. Write-downs are recognized if the fair value is below the carrying amount.

Receivables and other assets are stated at nominal value, less any necessary write-downs. The amounts of such write-downs reflect the probability of default. Non-interest-bearing or low-interest receivables that are due in more than one year are recognized at their discounted value.

Cash and bank deposits held in euros are recognized at their nominal value; such assets held in foreign currencies are translated at the spot rate on the closing date of the financial statements.

The deferred charges on the statement of financial position contain expenditures prior to the closing date that will give rise to expense in a defined subsequent period. Also included are the differences between the issue and settlement amount for bonds issued by Bayer AG that will be amortized over the maturity of the bonds.

The amounts required to meet credit balances on employees' long-term worktime accounts and certain pension obligations are invested indirectly via intermediate investment vehicles through a Belgian investment company operating as a SICAV (*Société d'investissement à capital variable*). They are invested in basically liquid international fixed-income bonds, shares, real estate and alternative investments. The assets are administered on behalf of Bayer AG by Bayer Pension Trust e. V. (BPT), Germany. All investments are protected from other creditors in the event that the employer files for insolvency. They are measured at fair value. This is derived from stock market prices and market interest rates. The trust assets held by BPT are offset against the underlying obligations. If the obligations exceed the assets, a provision is recorded. If the value of the securities exceeds the obligations, it is recorded in the statement of financial position as a surplus from offsetting; this was the case in 2024. Accordingly, in the income statements, income from the trust assets is offset against the interest portion of the corresponding obligations and changes in the discount rate.

Deferred taxes are assessed for temporary differences between the amounts of assets, liabilities, deferred income and deferred charges in the accounting statements and those in the tax statements. This assessment takes into account not only the differences reflected in Bayer AG's own statement of financial position, but also those existing at subsidiaries with which it forms a fiscal entity for tax purposes and in which it holds an equity interest. In addition to temporary differences, tax loss carryforwards are taken into account. Deferred taxes are calculated on the basis of the combined income tax rate for the fiscal entity headed by Bayer AG, which is currently 29.71%. The combined income tax rate comprises corporate income tax, trade tax and the solidarity surcharge. In the case of partnerships, however, deferred taxes relating to temporary differences in the statement of financial position are calculated using a combined income tax rate that includes only corporate income tax and the solidarity surcharge; this combined rate is currently 15.83%. Based on the exception stated in Section 274 (3) of the German Commercial Code (HGB), deferred taxes related to Pillar Two are not recognized nor is information thereon disclosed. Any resulting tax liability would be recognized as a deferred tax liability in the statement of financial position. In the event of a tax receivable, the corresponding option to recognize the deferred tax asset would not be used. In 2024, there was a deferred tax asset, which therefore was not recognized in the statement of financial position.

The capital stock of Bayer AG is divided into 982,424,082 no-par registered shares, each of which has a theoretical proportionate interest of €2.56 in the total capital stock of €2,515,005,649.92.

Provisions for pensions are computed using the projected unit credit method on the basis of biometric probability using the Heubeck 2018 G reference tables. Expected future salary and pension increases are taken into account. We currently assume annual salary increases of 2.50% (2023: 2.50%) and annual pension rises of 2.00% (2023: 2.10%). For pension entitlements granted since January 1, 2000, an annual pension increase of 1.00% is generally accounted for as this has been promised to the employees. The discount rate used for pension provisions as of December 31, 2024, was 1.90% (December 31, 2023: 1.82%), which is the average market interest rate for the past 10 years for instruments with an assumed remaining maturity of 15 years, as published by the Deutsche Bundesbank for December 2024.

Other provisions are established to cover all foreseeable risks and uncertain liabilities arising from pending transactions based on reasonable estimates of the future settlement amounts of such commitments. Future price and cost increases are taken into account where there are sufficient objective indications that such increases will most probably occur. Provisions maturing in more than one year are discounted to present value using the average market interest rate for the past seven years, based on their remaining maturities. For longer-term personnel-related provisions, such as provisions for long-service anniversaries, a discount rate of 1.96% (2023: 1.76%) is used for an assumed period of 15 years until utilization. Shorter-term personnel-related provisions, such as those for obligations under early retirement arrangements, are discounted using a rate that corresponds to their maturity, which in 2024 was three years. The discount rate was 1.48% (2023: 1.07%). These are the rates published or expected by the Deutsche Bundesbank for December 2024.

Liabilities are recognized at the settlement amount as of the closing date. Noncurrent liabilities relating to pension obligations are discounted using the average market interest rate in the past seven years applicable to their maturity.

Foreign currency receivables and liabilities, forward exchange contracts and other currency derivatives are recognized using the mark-to-market method. For this purpose, foreign currency receivables and payables are measured at spot rates, with gains only recognized if they relate to receivables and liabilities with a remaining maturity of up to one year. Where the corresponding currency derivatives entered into for hedging purposes do not form part of hedging relationships, they are valued at closing rates. Provisions for impending losses are established for any resulting net unrealizable losses, while net unrealizable gains are not recognized. Where hedging relationships have been formed, unrealized gains and losses on the hedged items are then offset in each currency using the net hedge presentation method.

The deferred income on the statement of financial position contains payments received prior to the closing date that will give rise to income in a specific future period. These are mainly payments for goods or services yet to be delivered or performed.

Contingent liabilities arising from sureties and debt guarantees are shown at the amounts equivalent to the loans or commitments actually outstanding on the closing date.

Since some of the figures in this report are rounded, the totals provided may in some cases deviate from the sum of the individual figures.

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Notes to the Income Statements

1. Sales

Sales by Business Unit

€ million	2023	2024
Pharmaceuticals	9,732	8,750
Crop Science	4,994	4,903
Enabling Functions	1,235	1,213
	15,961	**14,866**

Sales by Region

€ million	2023	2024
Europe/Africa/Middle East	7,514	6,961
North America	3,721	3,555
Asia/Pacific	3,509	3,331
Latin America	1,217	1,019
	15,961	**14,866**

2. Other operating income

Other Operating Income

€ million	2023	2024
Income from currency translation	2,930	2,557
Realized exchange gains	*2,783*	*2,518*
Unrealized exchange gains	*147*	*39*
Gains from the disposal of noncurrent assets	–	5
Income from the reversal of provisions	500	323
of which provisions for restructuring	*263*	*115*
of which provisions for pensions	*113*	*82*
of which provisions for Aspire programs	*81*	*64*
Insurance payouts	205	98
State grants for research and development	9	6
Miscellaneous operating income	87	119
	3,731	**3,108**

3. Cost of materials

The primarily sales-related business lease fees paid to the lessors Bayer CropScience AG and Bayer Pharma AG are shown under expenses for purchased services. The same applies to license fees incurred relating to the use of production and marketing rights.

Energy costs are shown under expenses for raw materials, supplies and purchased goods.

4. Personnel expenses/employees

The personnel expenses do not contain the interest portion of personnel-related provisions, especially pension provisions, which is included in net interest expense.

The average number of employees at Bayer AG in 2024 was 18,035, subdivided as follows:

Employees

	2024	
	Female	**Male**
Senior executives and senior managers	1,509	2,841
Junior managers and nonmanagerial employees	5,009	8,676
	6,518	**11,517**

Part-time employees are included in this figure on a prorated basis.

5. Write-downs

In 2024, write-downs of €3 million (2023: €34 million) were made on intangible assets. These figures mainly related to the development of an IT application being discontinued.

6. Other operating expenses

Other Operating Expenses

€ million	2023	2024
Expenses from currency translation	2,841	2,692
Realized exchange losses	*2,710*	*2,425*
Unrealized exchange losses	*131*	*267*
Expenses for severance payments	164	924
Expenses for logistics	235	200
Information expenses	474	393
Training expenses	24	20
External personnel expenses	150	101
Expenses for waste disposal	93	104
Dues and fees	50	45
Expenses for insurance and damage claims	125	129
Marketing and selling expenses	463	376
Rental and leasing expenses	445	773
Expenses for services	97	85
Research expenses	1,341	1,232
Consulting, auditing and administration expenses	304	250
Expenses for patents, trademarks and licenses	187	196
Donations, grants/funding	23	22
Expenses from write-downs of miscellaneous receivables	78	25
Expenses from the assumption of restructuring costs	194	115
Miscellaneous operating expenses	292	343
	7,580	**8,025**

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7. Income from investments in affiliated companies – net

Income from Investments in Affiliated Companies – Net

€ million	2023	2024
Income from affiliated companies	1,104	2,301
of which subsidiaries	*1,104*	*2,301*
Income from profit and loss transfer agreements with subsidiaries	2,581	9,037
Expenses from profit and loss transfer agreements with subsidiaries	(489)	(37)
Write-downs of investments in affiliated companies	(9)	(9)
Gains from the sale of investments in affiliated companies	3,939	–
	7,126	**11,292**

Details of the income and expenses from investments in affiliated companies are given in the Combined Management Report of Bayer AG and the Bayer Group.

The write-downs of investments in affiliated companies in 2024 comprised €9 million (2023: €9 million) for Bayer S. A., Chile.

The €3,939 million in gains from the sale of investments in affiliated companies in 2023 pertained to the placement of the shareholding in Bayer Gesellschaft für Beteiligungen mbH into Bayer Pharma AG in return for the granting of new shares, which were recognized at the fair value of the shareholding transferred.

8. Interest income/expense – net

Interest Income/Expense – Net

€ million	2023	2024
Interest income		
Income from other securities and loans recognized in noncurrent assets	475	614
of which from subsidiaries	*473*	*568*
Other interest and similar income	758	539
of which from subsidiaries	*179*	*117*
of which interest income portion of pension and other noncurrent personnel-related provisions (net)	*439*	*267*
	1,233	**1,153**
Interest expense		
Interest and similar expenses	(1,855)	(2,121)
of which to subsidiaries	*(1,336)*	*(1,641)*
of which interest expense portion of other noncurrent provisions	*(7)*	*(10)*
	(1,855)	**(2,121)**
	(622)	**(968)**

The development of the net interest position is explained in the Combined Management Report of Bayer AG and the Bayer Group.

Expenses relating to the interest portion of pension and other noncurrent personnel-related provisions, including the impact of changes in the discount rate, are netted against the income/expense from the assets held by Bayer Pension Trust e. V. (BPT), Germany. The assets held by BPT serve the sole purpose of meeting pension obligations and the obligations arising from credit balances on employees' long-term worktime accounts. The Trust's assets are protected from other creditors.

The income/expense from plan assets was netted with the interest portion of pension and other personnel-related provisions as follows:

Netting of the Interest Portion of Pension and Personnel-Related Provisions with Income/ Expense from Plan Assets

€ million	2023	2024
Interest expense portion of pension and other noncurrent personnel-related provisions and expenses from changes in the discount rate (gross)	(92)	(46)
Income/expense from assets held by Bayer Pension Trust e. V.	531	313
	439	**267**

9. Other financial income/expense – net

Other Financial Income/Expense – Net

€ million	2023	2024
Other financial income		
Income from personnel-related provisions – financial portion	–	29
Allocation to pension provisions assigned to subsidiaries	62	8
Guarantee fees for sureties granted	42	42
Income from the disposal of bonds	31	2
Miscellaneous financial income	1	1
	136	**82**
Other financial expense		
Changes in provisions for pensions and other noncurrent personnel-related provisions (excluding interest portion)	(77)	–
Bond fees	(14)	(4)
Expenses from Aspire	(14)	–
Commitment fees for credit facilities	(9)	(10)
Miscellaneous financial expenses	–	(8)
	(114)	**(22)**
	22	**60**

The interest portion of allocations to pension and other noncurrent personnel-related provisions is included in interest expense. Other financial income and expense contains further changes in pension provisions, not related to the interest portion, pertaining to former employees of Bayer AG who retired before the hive-down of the business areas and service areas (effective date: July 1, 2002) or who left the company before then and have vested pension rights. Changes of this kind occur in the event of changes in actuarial valuation parameters.

The expenses for allocations to the above provisions for employees who retired or left the company before July 1, 2002, are generally reimbursed by the subsidiaries on a prorated basis under the respective carve-out agreements.

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10. Income taxes

Income taxes comprise amounts paid or owed for corporate income tax, trade tax, the solidarity surcharge and the top-up tax under the Income Inclusion Rule, and income taxes paid outside Germany. In 2024, the company recorded income from income taxes of €1 million. This figure included income of €5 million from 2023.

As permitted by the option set out in Section 274, Paragraph 1, Sentence 2 of the German Commercial Code (HGB), the €1,006 million excess of deferred tax assets over deferred tax liabilities at year-end 2024 was not recognized.

Deferred tax assets mainly resulted from the valuation of pension obligations being higher in the accounting statements than in the tax statements. Other deferred tax assets resulted from provisions that are not tax-deductible, such as those for impending losses and pre-retirement leave, and from differences in the measurement of, for example, provisions for early retirement and service anniversaries, as well as interests in partnerships. There was also a deferred tax asset relating to an as yet unused tax loss carryforward.

Deferred tax liabilities principally arose from measurement differences with respect to investments in subsidiaries, intangible assets, inventories and receivables and other assets that arose from unrealized foreign exchange gains.

The Bayer Group falls within the scope of the global minimum taxation rules ("Pillar Two"), which entered into force in Germany on December 28, 2023, in the form of the Minimum Tax Act (MinStG). The Minimum Tax Act applies to fiscal years that start after December 30, 2023. Under the Minimum Tax Act, Bayer AG must pay a top-up tax under the Income Inclusion Rule for each jurisdiction in which the effective tax rate is below 15%, provided there are no exceptions or transitional arrangements in place. The top-up tax applicable to Bayer AG under the Income Inclusion Rule calculated for 2024 totals €2 million and relates to income earned in the United Arab Emirates.

Notes to the Statements of Financial Position

11. Intangible assets

Intangible Assets

€ million	Acquired concessions, industrial property rights, similar rights and assets, and licenses thereunder	Advance payments	Total
Gross carrying amounts, Dec. 31, 2023	779	81	860
Additions	46	103	149
Retirements	22	2	24
Transfers	23	(23)	–
Gross carrying amounts, Dec. 31, 2024	**826**	**159**	**985**
Accumulated amortization and write-downs, Dec. 31, 2023	525	–	525
Amortization and write-downs	77	2	79
Retirements	15	2	17
Accumulated amortization and write-downs, Dec. 31, 2024	**587**	**–**	**587**
Net carrying amounts, Dec. 31, 2024	**239**	**159**	**398**
Net carrying amounts, Dec. 31, 2023	254	81	335

12. Property, plant and equipment

Property, Plant and Equipment

€ million	Land and buildings	Plant and equipment	Furniture, fixtures and other equipment	Advance payments and assets under construction	Total
Gross carrying amounts, Dec. 31, 2023	63	46	53	8	170
Additions	–	1	10	2	13
Retirements	–	29	9	1	39
Transfers	–	–	3	(3)	–
Gross carrying amounts, Dec. 31, 2024	**63**	**18**	**57**	**6**	**144**
Accumulated depreciation and write-downs, Dec. 31, 2023	61	26	30	–	117
Depreciation and write-downs	–	3	9	–	12
Retirements	–	21	7	–	28
Accumulated depreciation and write-downs, Dec. 31, 2024	**61**	**8**	**32**	**–**	**101**
Net carrying amounts, Dec. 31, 2024	**2**	**10**	**25**	**6**	**43**
Net carrying amounts, Dec. 31, 2023	2	20	23	8	53

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13. Investments

Investments

€ million	Investments in subsidiaries	Loans to subsidiaries	Investments in other affiliated companies	Securities included in investments	Other loans	Total
Gross carrying amounts, Dec. 31, 2023	71,379	12,445	193	–	1,355	85,372
Additions	467	4,489	10	–	2	4,968
Retirements	395	4	–	–	10	409
Gross carrying amounts, Dec. 31, 2024	**71,451**	**16,930**	**203**	**–**	**1,347**	**89,931**
Accumulated write-downs, Dec. 31, 2023	298	4	–	–	1	303
Write-downs	9	–	–	–	–	9
Accumulated write-downs, Dec. 31, 2024	**307**	**4**	**–**	**–**	**1**	**312**
Net carrying amounts, Dec. 31, 2024	**71,144**	**16,926**	**203**	**–**	**1,346**	**89,619**
Net carrying amounts, Dec. 31, 2023	71,081	12,441	193	–	1,354	85,069

Investments in subsidiaries increased to €71,144 million (2023: €71,081 million). Additions of €72 million were attributable to the intra-Group purchase of shares in P.T. Monagro Kimia, Indonesia. The subsequent merger of P.T. Monagro Kimia, Indonesia, with PT Bayer Indonesia, Indonesia, resulted in additions and retirements of equal amounts. The merger of Bayer Chemicals GmbH with Neunte Bayer VV GmbH resulted in further additions and retirements of €323 million.

Of the €4,489 million in additions to loans to subsidiaries, an amount of €4,437 million was attributable to the intra-Group acquisition of loans granted by Bayer Limited, Cyprus, of which €1,837 million was extended to Bayer Pharma Aktiengesellschaft and €2,600 million was granted to Bayer CropScience Aktiengesellschaft.

Other loans mainly comprised jouissance right capital (*Genussrechtskapital*) and the capital provided for the effective initial fund. Bayer AG undertook to provide jouissance right capital (*Genussrechtskapital*) with a nominal volume of €150 million for Bayer-Pensionskasse VVaG under a jouissance rights framework agreement. This repayable capital has been drawn in three €50 million installments, with each installment being provided for a period of at least five years.

In 2008, Bayer AG established a repayable effective initial fund of €800 million for Bayer-Pensionskasse VVaG, Germany, which was increased by €800 million in 2012 and then by a further €500 million in 2022 to a total of €2,100 million. Of this amount, the pension fund has so far drawn €1,135 million (2023: €1,135 million). The jouissance right capital and the capital provided for the effective initial fund are interest-bearing, but interest is only payable under certain contractually agreed conditions. Interest must be deferred if it would result in the pension fund reporting a net loss. The jouissance right capital and the amount drawn from the effective initial fund are contained in other loans.

In 2019, Bayer AG established an additional effective initial fund of €189 million for Rheinische Pensionskasse VVaG, thereby increasing the effective initial fund to a total of €192 million. Of this amount, Rheinische Pensionskasse VVaG has so far drawn €60 million (2023: €60 million).

Further information on the development of financial assets is given in the Combined Management Report of Bayer AG and the Bayer Group.

Details of the subsidiary and affiliated companies of Bayer AG pursuant to Section 285, Numbers 11, 11a and 11b of the German Commercial Code (HGB) are included in the annual financial statements that have been sent to the operator of the Company Register. They are also available at www.bayer.com/shareownership2024

14. Inventories

Inventories

€ million	Dec. 31, 2023	Dec. 31, 2024
Raw materials and supplies	962	771
Work in process	1,365	1,234
Finished goods	609	698
Goods purchased for resale	125	118
	3,061	**2,821**

15. Trade accounts receivable

Trade Accounts Receivable

€ million	Dec. 31, 2023	Dec. 31, 2024
Accounts receivable from subsidiaries	1,503	1,498
Accounts receivable from other customers	313	348
	1,816	**1,846**

16. Accounts receivable from subsidiaries

Accounts receivable from subsidiaries mainly comprised financial receivables, for example, in connection with loans or overnight funds, receivables pertaining to accrued interest, and claims to profits to be transferred from subsidiaries that form a fiscal entity with Bayer AG.

17. Other assets

Other Assets

€ million	Dec. 31, 2023	Dec. 31, 2024
Payroll receivables	15	9
Accrued interest	4	2
Claims for tax refunds	341	219
Short-term investments	202	–
Receivables from call deposits and current account at non-banks	51	9
Advance payments disbursed	4	5
Other	63	71
	680	**315**

The other assets included €2 million (2023: €4 million) for assets that did not legally come into being until after year end. These consisted entirely of accrued interest.

18. Receivables and other assets maturing in more than one year

As in the previous year, all receivables and other assets were due in less than one year.

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19. Marketable securities

The €872 million in marketable securities reported here for 2024 (2023: €1,328 million) are short-term euro investments with indefinite maturities; the 2023 figure also included US dollar investments.

20. Deferred charges

The deferred charges as of December 31, 2024, included unamortized discounts totaling €48 million pertaining to bonds issued by Bayer AG. The amount of €63 million recognized at the start of the year was increased by €2 million due to additions and was diminished by €17 million due to reversals.

Likewise reported here are accrued charges of €15 million (2023: €3 million) for a revolving credit facility.

The remaining deferred charges comprised prepaid premiums for business insurance and other accrued charges.

21. Surplus from offsetting

Obligations arising from credit balances on employees' long-term worktime accounts and from pension commitments are either fully or partially secured. The assets invested under individual contractual trust arrangements (CTAs) are offset against the underlying obligations. Any positive difference from the offsetting of these assets against the underlying obligations is capitalized as a surplus from offsetting, while any negative difference is reflected in provisions. As of December 31, 2024, the offset resulted in a positive difference of €116 million (2023: €131 million), of which €109 million (2023: €131 million) comprised obligations from long-term worktime accounts and €7 million (2023: €0 million) comprised pension commitments.

Surplus from Offsetting

€ million	Dec. 31, 2023	Dec. 31, 2024
Settlement value of obligations relating to credit balances on employees' long-term worktime accounts	394	410
Fair value of assets invested with Bayer Pension Trust e. V.	525	519
Excess of assets over obligations relating to long-term worktime accounts (surplus from offsetting)	**131**	**109**
Acquisition cost of assets invested with Bayer Pension Trust e. V.	480	454

€ million	Dec. 31, 2023	Dec. 31, 2024
Settlement value of pension commitments	0	730
Fair value of assets invested with Bayer Pension Trust e. V.	0	737
Excess of assets over obligations relating to pension commitments (surplus from offsetting)	**0**	**7**
Acquisition cost of assets invested with Bayer Pension Trust e. V.	0	552

The collateral assets are measured at fair value. Their fair value as of December 31, 2024, was €5,613 million. Offsetting €1,256 million of the collateral assets against underlying obligations resulted in a positive difference, which was recorded as a surplus from offsetting; offsetting of the remaining €4,357 million against obligations was reported under provisions for pensions.

22. Equity

Changes in equity in 2024 were as follows:

Equity

€ million	Dec. 31, 2023	Dividend for 2023	Net income	Allocation to other retained earnings	Dec. 31, 2024
Capital stock	2,515	0	0	0	2,515
Capital reserve	18,845	0	0	0	18,845
Other retained earnings	12,107	0	0	6,130	18,237
Distributable profit	2,575	(108)	7,328	(6,130)	3,664
	36,042	**(108)**	**7,328**	**0**	**43,261**

The capital stock of Bayer AG remained unchanged at €2,515,005,649.92. As in the previous year, it was divided into 982,424,082 no-par registered shares and was fully paid up, with each share conferring one voting right. The "Allocation to other retained earnings" figure in the table above comprised €2,466 million pertaining to the Annual Stockholders' Meeting resolution on the use of the distributable profit for 2023, and an amount of €3,664 million resulting from the net income for 2024.

For the purpose of the employee stock participation program BayShare, Bayer AG acquired 780,181 no-par registered shares at an average price of €20.44 per share on November 13, 2024, pursuant to Section 71, Paragraph 1, No. 8 of the German Stock Corporation Act (AktG). These shares corresponded to €1,997,263.36, or 0.08%, of the capital stock. The value of these shares was €15,949,992.28 at the date of acquisition. Of the shares acquired, 779,117.05 were placed in employees' share deposit accounts in November 2024 at a price of €20.39 per share. The remaining 1,063.95 shares were sold on the stock market at a price of €20.03 per share. This generated a loss of €42,490.03 in total. Bayer AG did not hold any own shares as of December 31, 2024.

Information on amounts barred from distribution pursuant to Section 253, Paragraph 6 and Section 268, Paragraph 8 of the German Commercial Code (HGB)

The provisions for pensions recognized in the statement of financial position (before deduction of the corresponding assets) were calculated on the basis of the relevant average market interest rate for the past 10 years. If the average for the past seven years had been used, the obligations would have been €67 million lower.

To secure pension obligations and credit balances on employees' long-term worktime accounts, funds have been transferred to Bayer Pension Trust e. V. (BPT), Germany, under several CTAs. They may only be used for the specified purpose and are protected from other creditors in the event that the employer becomes insolvent. They are measured at fair value. The total fair value of the fund assets of all the CTAs was €1,052 million above their total acquisition cost of €4,560 million.

The negative difference between the pension obligations based on the average interest rates for ten and seven years cannot be offset against the difference between the higher fair value and the acquisition cost of the assets held by BPT, which means that an amount barred from distribution (Section 268, Paragraph 8 of the German Commercial Code (HGB)) of €1,052 million remains. Since the freely available retained earnings amount to €18,237 million, there is no restriction on the use of the distributable profit of €3,664 million.

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Notifications of direct and indirect stockholdings pursuant to Section 33, Paragraph 1 of the Securities Trading Act (WpHG)

As of the closing date, we had received the following notifications of stockholdings in Bayer AG pursuant to Section 33, Paragraph 1 of the German Securities Trading Act (WpHG). In cases where stockholdings reached, exceeded or fell below the thresholds set out in this legislation on several occasions, only the most recent notification is mentioned.

Voting Rights Notifications

Name, domicile and country of the reporting company	Date of change	Notification according to WpHG	Percent	Shares
BlackRock, Inc., Wilmington, USA	Oct. 1, 2024	§ 34 WpHG	6.870	67,447,133
		§ 38 (1) No. 1 WpHG Right to recall	0.000	876
		§ 38 (1) No. 2 WpHG Call option	0.050	500,800
		§ 38 (1) No. 2 WpHG Contract for difference	0.020	241,549
		§ 39 WpHG	6.940	68,190,358
Republic of Singapore, Singapore	Apr. 18, 2018	§ 34 WpHG	3.970	34,078,853
		§ 38 (1) No. 2 WpHG Put option	0.200	1,684,676
		§ 39 WpHG	4.170	35,763,529
Harris Associates L.P., Wilmington, USA	Jan. 18, 2024	§ 34 WpHG	3.040	29,827,397
		§ 39 WpHG	3.040	29,827,397
Massachusetts Financial Services Company, Boston, USA	Dec. 1, 2023	§ 34 WpHG	2.900	28,474,699
		§ 39 WpHG	2.900	28,474,699
The Goldman Sachs Group, Inc., Wilmington, USA	Dec. 20, 2024	§ 34 WpHG	0.170	1,702,812
		§ 38 (1) No. 1 WpHG Right to recall	0.010	79,940
		§ 38 (1) No. 1 WpHG Right of use	0.240	2,383,916
		§ 38 (1) No. 1 WpHG Forward	0.002	17,150
		§ 38 (1) No. 1 WpHG Swap	0.030	287,017
		§ 38 (1) No. 1 WpHG Call option	0.450	4,417,400
		§ 38 (1) No. 1 WpHG Call warrant	0.050	484,855
		§ 38 (1) No. 2 WpHG Call option	0.610	5,986,851
		§ 38 (1) No. 2 WpHG Put option	0.590	5,774,962
		§ 38 (1) No. 2 WpHG Swap	1.320	12,925,993
		§ 38 (1) No. 2 WpHG Call warrant	0.210	2,019,270
		§ 38 (1) No. 2 WpHG Forward	0.020	203,522
		§ 38 (1) No. 2 WpHG Future	0.550	5,420,623
		§ 39 WpHG	4.252	41,704,311
The Kingdom of Norway, Oslo, Norway	Aug. 25, 2023	§ 34 WpHG	2.940	28,861,165
		§ 39 WpHG	2.940	28,861,165
Silchester International Investors LLP, London, United Kingdom	Feb. 20, 2024	§ 34 WpHG	3.000	29,496,952
		§ 39 WpHG	3.000	29,496,952
Amundi S.A., Paris, France	Jun. 19, 2024	§ 34 WpHG	2.890	28,371,469
		§ 39 WpHG	2.890	28,371,469

For further details, please see the individual voting rights notifications received, which are published on our website at www.bayer.com/en/investors/voting-rights-announcements.

23. Provisions for pensions

This item includes provisions for current and future pension entitlements.

It also includes commitments to former employees of the business areas and service areas hived down into separate legal entities in 2002 and 2003 who retired before July 1, 2002, or who left the company before this date and have vested pension rights. The respective companies reimburse Bayer AG for these expenses as a matter of course.

Obligations arising from pension commitments are partially secured by assets invested with Bayer Pension Trust e. V., Leverkusen. Any positive difference from the offsetting of these assets against the underlying obligations is capitalized as a surplus from offsetting, while any negative difference is reflected in provisions.

Further information on the CTA is given in Note [21].

Provisions for Pensions

€ million	Dec. 31, 2023	Dec. 31, 2024
Settlement value of pension commitments	7,708	6,762
Fair value of assets invested with Bayer Pension Trust e. V.	4,476	4,357
Net value of pension commitments (provisions)	**(3,232)**	**(2,405)**
Acquisition cost of assets invested with Bayer Pension Trust e. V.	3,772	3,554

The deficit due to unrecognized pension obligations from indirect commitments under Article 28, Paragraph 2 of the Introductory Law to the German Commercial Code (EGHGB) amounted to €950 million.

24. Other provisions

Other Provisions

€ million	Dec. 31, 2023	Dec. 31, 2024
Provisions for taxes	488	497
Other provisions for	1,740	1,944
– early retirement	9	18
– service-anniversary obligations	94	93
– stock programs for employees	79	41
– restructuring related to personnel	615	612
– restructuring not related to personnel	106	77
– variable, one-time payments to employees	146	356
– litigations	15	19
– rebates/bonuses	10	16
– impending losses	453	590
– miscellaneous provisions	213	122
	2,228	**2,441**

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25. Bonds

Bonds with a total volume of €16,395 million existed as of December 31, 2024 (December 31, 2023: €17,911 million). They comprised:

Bonds

	Nominal value	Stated rate	Effective rate	Dec. 31, 2023	Dec. 31, 2024
		%	%	€ million	€ million
Hybrid bond 2014/2074[1]	€1,500 million	3.750	3.811	700	–
Hybrid bond 2019/2079[2]	€1,000 million	2.375	2.597	411	83
Hybrid bond 2019/2079[3]	€750 million	3.125	3.192	750	750
Hybrid bond 2022/2082[4]	€800 million	5.375	5.564	800	800
Hybrid bond 2022/2082[5]	€500 million	4.500	4.713	500	500
Hybrid bond 2023/2083[6]	€750 million	6.625	6.839	750	750
Hybrid bond 2023/2083[7]	€1,000 million	7.000	7.184	1,000	1,000
Hybrid bond 2024/2054[8]	€750 million	5.500	5.668	–	750
Bond 2020/2024	€1,500 million	0.375	0.528	1,500	–
Bond 2020/2027	€1,500 million	0.750	0.898	1,500	1,500
Bond 2020/2030	€1,500 million	1.125	1.163	1,500	1,500
Bond 2020/2032	€1,500 million	1.375	1.412	1,500	1,500
Bond 2021/2025	€1,200 million	0.050	0.053	1,200	1,200
Bond 2021/2029	€1,000 million	0.375	0.484	1,000	1,000
Bond 2021/2031	€1,000 million	0.625	0.749	1,000	1,000
Bond 2021/2036	€800 million	1.000	1.089	800	800
Bond 2023/2026	€750 million	4.000	4.027	750	750
Bond 2023/2029	€750 million	4.250	4.277	750	750
Bond 2023/2033	€1,500 million	4.625	4.741	1,500	1,500
Bond 2024/2026	CNY2,000 million	2.200	2.297	–	262
				17,911	**16,395**

[1] Redeemable at 12 months' notice from 2024; fixed interest rate until 2024, thereafter floating rate based on 5-year swap rate
[2] Redeemable at 12 months' notice from 2025; fixed interest rate until 2025, thereafter floating rate based on 5-year swap rate
[3] Redeemable at 12 months' notice from 2027; fixed interest rate until 2027, thereafter floating rate based on 5-year swap rate
[4] Redeemable at 12 months' notice from 2030; fixed interest rate until 2030
[5] Redeemable at 12 months' notice from 2027; fixed interest rate until 2027
[6] Redeemable at 12 months' notice from 2028; fixed interest rate until 2028
[7] Redeemable at 12 months' notice from 2031; fixed interest rate until 2031
[8] Redeemable at 12 months' notice from 2029; fixed interest rate until 2029

26. Trade accounts payable

Trade Accounts Payable

€ million	Dec. 31, 2023	Dec. 31, 2024
Payables to subsidiaries	628	416
Payables to other suppliers	1,490	1,455
	2,118	**1,871**

27. Payables to subsidiaries

The payables to subsidiaries mainly comprised financial liabilities such as loans and overnight funds made available to Bayer AG by subsidiaries, plus the respective accrued interest.

28. Miscellaneous liabilities

Miscellaneous Liabilities

€ million	Dec. 31, 2023	Dec. 31, 2024
Commercial paper/short-term borrowings	394	–
Accrued interest	161	146
Short-term investments with Bayer AG	–	30
Liabilities from hedges	81	19
Social insurance liabilities	–	2
Liabilities from employees' income and church taxes	83	82
Liabilities relating to income and sales taxes	39	47
Current account liabilities	7	27
Liabilities to employees relating to restructuring measures	18	512
Other	20	27
	803	**892**

As in the previous year, the other miscellaneous liabilities included payroll and other operating liabilities.

29. Further information on liabilities

Maturity Structure of Other Liabilities

	Dec. 31, 2023		Dec. 31, 2024	
€ million	Maturing in 2024	Maturing after 2024	Maturing in 2025	Maturing after 2025
Bonds	2,200	15,711	1,283	15,112
Liabilities to banks	27	–	10	–
Down payments received on orders	3	–	3	–
Trade accounts payable	2,118	–	1,871	–
Payables to subsidiaries	34,814	–	34,730	–
Miscellaneous liabilities	803	–	892	–
	39,965	**15,711**	**38,789**	**15,112**

Of the total other liabilities, €8,100 million (2023: €9,850 million) had residual maturities of more than five years. The 2024 amount consisted entirely of bonds, as in the previous year.

The total other liabilities included €146 million (2023: €161 million) in liabilities that did not legally come into being until after year end. These consisted almost entirely of accrued interest.

30. Deferred income

Deferred income consisted mainly of payments for goods or services to be delivered or performed in the future.

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Other Information

31. Contingent liabilities

Liabilities arising from debt guarantees totaled €24,397 million (2023: €24,539 million). They were issued in favor of subsidiaries. Based on our knowledge of their respective economic situations, all of these companies are able to meet the underlying liabilities. The company's liability in this regard is not expected to materialize.

Debt Guarantees

	Dec. 31, 2023 Nominal amount	Dec. 31, 2023 € million	Dec. 31, 2024 Nominal amount	Dec. 31, 2024 € million
Guarantees for current and former Group companies				
Bayer Capital Corporation B.V., Netherlands				
– 1.500% DIP notes, maturing in 2026	€1,750 million	1,750	€1,750 million	1,750
– 2.125% DIP notes, maturing in 2029	€1,500 million	1,500	€1,500 million	1,500
Bayer Corporation, USA				
– 6.650% notes, maturing in 2028	US$350 million	317	US$350 million	337
– Commercial paper	US$1,699 million	1,537	–	–
– Liabilities to banks	US$75 million	68	US$75 million	72
Bayer US Finance LLC, USA				
– 3.375% notes, maturing in 2024	US$1,750 million	1,583	–	–
– 6.125% notes, maturing in 2026	US$1,000 million	905	US$1,000 million	962
– 6.250% notes, maturing in 2029	US$1,000 million	905	US$1,000 million	962
– 6.375% notes, maturing in 2030	US$1,250 million	1,131	US$1,250 million	1,203
– 6.500% notes, maturing in 2033	US$1,750 million	1,583	US$1,750 million	1,684
– 6.875% notes, maturing in 2053	US$750 million	679	US$750 million	722
Bayer US Finance II LLC, USA				
– 3.375% notes, maturing in 2024	US$609 million	551	–	–
– 2.850% notes, maturing in 2025	US$250 million	226	US$250 million	240
– 5.500% notes, maturing in 2025	US$276 million	250	US$276 million	266
– 4.250% notes, maturing in 2025	US$2,500 million	2,262	US$2,500 million	2,405
– 4.375% notes, maturing in 2028	US$3,500 million	3,167	US$3,500 million	3,367
– 4.200% notes, maturing in 2034	US$427 million	386	US$427 million	411
– 5.500% notes, maturing in 2035	US$318 million	288	US$318 million	306
– 5.875% notes, maturing in 2038	US$212 million	192	US$212 million	204
– 4.625% notes, maturing in 2038	US$1,000 million	905	US$1,000 million	962
– 3.600% notes, maturing in 2042	US$241 million	218	US$241 million	232
– 4.650% notes, maturing in 2043	US$292 million	264	US$292 million	281
– 4.400% notes, maturing in 2044	US$916 million	829	US$916 million	881
– 3.950% notes, maturing in 2045	US$449 million	406	US$449 million	432
– 4.875% notes, maturing in 2048	US$2,000 million	1,810	US$2,000 million	1,924
– 4.700% notes, maturing in 2064	US$727 million	658	US$727 million	699
– Guarantee for commodity derivatives	–	–	US$3 million	3
Monsanto Company, USA				
– Lease contracts	US$120 million	108	US$99 million	95
– Appeal bonds	–	–	US$2,526 million	2,431
Bayer Real Estate GmbH, Germany				
– Contractual obligations to Bayer-Pensionskasse VVaG	€54 million	54	€50 million	50
Guarantees for other Group companies		7		16
		24,539		**24,397**

Bayer AG issued commitments for its subsidiaries Bayer CropScience Beteiligungsgesellschaft mbH, Zweite Bayer Real Estate VV GmbH, Dritte Bayer Real Estate VV GmbH, Monsanto Agrar Deutschland GmbH, Gloryfeel GmbH and Gloryfeel Global GmbH under which it assumed liability until the end of 2025 for obligations of these companies that arose in 2024. Based on our knowledge of their respective economic situations, these companies are able to meet the underlying obligations. The company's liability in this regard is not expected to materialize.

The company remains liable for pension obligations of €436 million (2023: €424 million) that were transferred to a subsidiary through a liability assumption agreement or via carve-outs. The company's liability in this regard is not expected to materialize. To our knowledge, the subsidiary concerned is able to meet the respective obligations.

In connection with the sale of the Animal Health business to Elanco Animal Health Incorporated, agreements were reached regarding the potential settlement of tax claims that may result in corresponding liabilities. The materialization of these liabilities depends on the outcome of a tax audit.

32. Other financial commitments

In addition to provisions, other liabilities and contingent liabilities, there were also other financial commitments.

Other Financial Commitments

	€ million
Rental and lease agreements	5,519
of which with subsidiaries	*5,380*
Collaboration agreements	2,221
of which with subsidiaries	*1,218*
Planned or ongoing capital expenditure projects (with order commitments)	225
of which with subsidiaries	*2*
Effective initial fund of Bayer-Pensionskasse VVaG	965
Effective initial fund of Rheinische Pensionskasse VVaG	132
	9,062

33. Derivatives/hedging relationships

In the course of their business, Bayer AG and companies in the Bayer Group are exposed to foreign exchange, interest-rate and price risks, which are hedged principally by means of derivatives. Most of these are over-the-counter (OTC) instruments. Derivative financial instruments are employed on the basis of uniform guidelines and are subject to strict internal controls. Apart from a few low-value exceptions, their use is confined to the hedging of the Bayer Group's operating business and of the related investments and financing transactions. The instruments used for currency hedging are mainly forward exchange contracts and currency options. Interest-rate swaps are used to hedge interest rates. Stock options are used to hedge fluctuations in the value of commitments to employees under stock-based compensation programs. Commodity futures are used to hedge price risks.

The main objective of using derivatives is to reduce fluctuations in earnings and cash flows associated with changes in foreign exchange rates, interest rates, share prices and market prices.

There is a risk that the value of derivatives could change as a result of fluctuations in underlying parameters such as exchange rates, interest rates, share prices or market prices. Where derivatives are designated as hedges, possible declines in their value are offset by corresponding increases in the value of the hedged contracts.

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In the case of derivatives with a positive fair value, a credit or default risk arises if the counterparties cannot meet their obligations. To minimize this risk, contract limits are assigned to the individual banks according to their creditworthiness.

The notional amount of financial derivatives contracts concluded with external counterparties was €20.3 billion as of December 31, 2024 (December 31, 2023: €20.4 billion). Back-to-back derivatives contracts in a notional amount of €8.4 billion (December 31, 2023: €12.4 billion) were concluded with Group companies. Thus the total notional amount of derivatives was €28.7 billion (December 31, 2023: €32.8 billion), including those forming hedging relationships. The derivatives comprised the following:

Derivatives

	Notional amounts		Positive fair values		Negative fair values	
€ million	**Dec. 31, 2023**	**Dec. 31, 2024**	**Dec. 31, 2023**	**Dec. 31, 2024**	**Dec. 31, 2023**	**Dec. 31, 2024**
Currency contracts	29,644	24,404	232	355	(304)	(247)
Currency options	3,080	3,884	23	31	(18)	(31)
Interest-rate swaps	2	–	–	–	–	–
Commodity futures	31	20	1	–	(1)	–
Stock options	–	380	–	34	–	(44)
	32,757	**28,688**	**256**	**420**	**(323)**	**(322)**

Measurement methods

The fair values of financial derivatives are measured by the usual methods based on the market data available at the measurement date. The following principles are applied:

// Forward exchange contracts are measured individually at their forward rates on the closing date. The forward rates depend on spot rates, including time spreads.
// The fair values of currency options are determined using a Black-Scholes model.
// The fair values of interest-rate swaps are determined by discounting expected future cash flows. Discounting applies market interest rates for the remaining term of these instruments.
// The fair values of stock options are determined by a Monte Carlo simulation.

Hedging relationships

Due to existing and planned transactions, the company is subject to currency, interest-rate and share-price risks that in most cases are hedged through the use of financial derivatives that are in certain cases pooled together to form hedging relationships. The table below presents the obligations that would arise without the hedging.

Hedging Relationships

	Type of risk	Hedging relationship	Amount of the underlying transaction	Hedged risk
€ million				**Dec. 31, 2024**
Hedging of currency risks through currency contracts and options				
– Planned future sales	Currency risk	Macro-hedge	3,274	17

The negative ineffectiveness of hedges, which would have required provisions to be established, did not occur in 2024 or 2023. Anticipated foreign exchange exposure is regularly based on financial planning for the next 12 months that is used to derive transactional foreign exchange exposure. For sales and purchase transactions in foreign currencies that are considered highly probable, any arising surplus of sales is hedged. The planning horizon for anticipated future transactions is 12 months.

Derivatives that do not form hedging relationships

Financial derivatives that do not form hedging relationships were used to hedge a portion of the obligations arising from the Aspire stock-based compensation program of Bayer AG. The customized forward trade contracts concluded for this purpose had a negative fair value of €10 million. Forward exchange transactions that do not form hedging relationships had a negative fair value of €141 million, which was recognized in provisions for impending losses.

Items in the statement of financial position and carrying amounts

The carrying amounts of hedging transactions that did not form hedging relationships or that led to ineffectiveness were recognized under the following items in the statement of financial position:

€ million	Item in the statement of financial position	Carrying amount Dec. 31, 2024
Options premiums paid	Other assets	32
Provisions for impending losses from forward exchange transactions	Other provisions	141
Provisions for impending losses from forward stock transactions	Other provisions	10
Options premiums received	Other liabilities	32

34. Legal risks

As a global company with extensive business activities, the Bayer Group is exposed to numerous legal risks, particularly in the areas of product liability, competition and antitrust law, anticorruption, patent disputes, tax assessments and environmental matters. The outcome of any current or future proceedings cannot normally be predicted. It is therefore possible that legal or regulatory judgments or future settlements could give rise to expenses that are not covered, or not fully covered, by insurers' compensation payments and could significantly affect our sales and earnings. The legal proceedings referred to below do not represent an exhaustive list of all legal proceedings, but such legal proceedings we currently consider to be material.

The legal risks outlined in the following are presented irrespective of whether claims are asserted or threatened solely or directly against Bayer AG, or only against Group companies. Nothing in the descriptions that follow represents an acknowledgement by Bayer AG of any legal responsibility whatsoever or, in particular, of a joint or contingent liability of Bayer AG for claims filed primarily or exclusively against Group companies. The legal risks described are those to which Bayer AG is exposed either directly or through subsidiaries. For information on the corresponding provisions established at subsidiaries, please see the Notes to the Consolidated Financial Statements of the Bayer Group as of December 31, 2024.

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Product-related litigation

Essure™: In the United States, a large number of lawsuits by users of Essure™, a medical device offering permanent birth control with a nonsurgical procedure, have been served upon Bayer. Plaintiffs allege personal injuries from the use of Essure™, including hysterectomy, perforation, pain, bleeding, weight gain, nickel sensitivity, depression and unwanted pregnancy, and seek compensatory and punitive damages. Almost all of the US claims have been settled. The remaining provision for settlements and legal fees amounts to approximately US$54 million (€52 million) as of December 31, 2024. At the same time, we continue to support the safety and efficacy of the Essure™ device and are prepared to vigorously defend it in litigation where no amicable resolution can be achieved.

As of January 31, 2025, two Canadian lawsuits relating to Essure™ seeking class action certification had been served upon Bayer. One of the proposed class actions has been certified. In addition, approximately 170 single-plaintiff claims have been served upon Bayer. Bayer believes it has meritorious defenses and intends to defend itself vigorously.

Bayer believes the risks remaining in this litigation are no longer material.

Class actions over neonicotinoids in Canada: Proposed class actions against Bayer have been filed in Quebec and Ontario (Canada) concerning crop protection products containing the active substances imidacloprid and clothianidin (neonicotinoids). The plaintiffs are honey producers, who have filed a proposed nationwide class action in Ontario and a Quebec-only class action in Quebec. The plaintiffs are claiming for compensatory damages and punitive damages and allege Bayer and another crop protection company were negligent in the design, development, marketing and sale of neonicotinoid pesticides. The proposed Ontario class action is in a very early procedural phase. In Quebec, a court certified a class proposed by plaintiffs in 2018. Bayer believes it has meritorious defenses and intends to defend itself vigorously.

Roundup™ (glyphosate): A large number of lawsuits from plaintiffs claiming to have been exposed to glyphosate-based products manufactured by Bayer's subsidiary Monsanto Company ("Monsanto") have been served upon Monsanto in the United States. Glyphosate is the active ingredient contained in a number of Monsanto's herbicides, including Roundup™-branded products. Plaintiffs allege personal injuries resulting from exposure to those products, including non-Hodgkin lymphoma (NHL) and multiple myeloma, and are seeking compensatory and punitive damages. The plaintiffs are claiming, inter alia, that the glyphosate-based herbicide products are defective and that Monsanto knew, or should have known, of the risks allegedly associated with such products and failed to adequately warn its users. Additional lawsuits are anticipated. The majority of plaintiffs have brought actions in state courts in Missouri.

As of January 31, 2025, Monsanto had reached settlements and/or was close to settling in a substantial number of claims. Of the approximately 181,000 claims in total, approximately 114,000 have been settled or are not eligible for various reasons.

As of January 31, 2025, there have been 27 Roundup™ trials concluded before both federal and state courts in California, Missouri, Oregon, Arkansas, Delaware, Illinois and Pennsylvania. In 17 of those trials, favorable outcomes were achieved on behalf of Monsanto, including 13 defense verdicts, one hung jury resulting in a mistrial, one mistrial based on plaintiff's motion, one directed verdict on behalf of Monsanto, and one dismissal of plaintiff's claims with prejudice mid-trial. In the other 10 trials, the plaintiffs were awarded compensatory damages and, in most cases, a multiple thereof in punitive damages. A few of these cases have been settled later, but in most cases Monsanto has filed post-trial motions or appealed the jury verdicts. Our motions challenge these verdicts based on, in our opinion, numerous evidentiary and legal errors, as well as unconstitutionally excessive damage awards.

In July 2024, one of the 13 defense verdicts was overturned by the appellate court, and a re-trial may be scheduled. With regard to the other appeal cases, in August 2024, the Third Circuit Federal Court of Appeals issued its ruling in Schaffner, unanimously holding that the state-based failure-to-warn claims in this case are expressly preempted by the Federal Insecticide Fungicide and Rodenticide Act (FIFRA). This decision on federal preemption creates a circuit split with prior decisions of the Ninth (Hardeman) and Eleventh (Carson) Circuits and may lead to a review by the US Supreme Court to settle this central issue of law. Bayer is considering the impact of this ruling on other pending litigation and is going to present its arguments, as fully embraced by the Third Circuit, to the US Supreme Court in due course.

As of December 31, 2024, Bayer's provision for the glyphosate litigation totaled US$5.9 billion (€5.7 billion). Bayer continues to believe there is no reason for safety concerns in connection with the products mentioned above.

As of January 31, 2025, a total of 29 Canadian lawsuits (class actions and individual actions) relating to Roundup™ are pending against Bayer. The lead class action was partially certified and will proceed on the merits.

Bayer believes it has meritorious defenses and intends to defend the safety of glyphosate and our glyphosate-based formulations vigorously.

Dicamba: In 2016, Bader Peach Farms filed a lawsuit against Monsanto and BASF SE ("BASF") in Missouri state court. Subsequently, lawsuits from approximately 250 plaintiffs were filed in both US state and federal courts alleging crop damage claims against Monsanto, primarily for soybeans. The general claims are that off-target movement of dicamba herbicide and/or the Xtend™ system has damaged non-dicamba-tolerant soybean and other crops. The Bader Peach Farms case was settled in 2022 without admission of liability.

Bayer continues to receive new dicamba-related claims that could result in potential future lawsuits. A mass tort settlement agreement was reached. The settlement provides for the payment of substantiated claims by soybean growers in crop years 2015 to 2020 who can demonstrate a yield loss due to the application of dicamba products to an Xtend™ crop. That portion of the settlement is capped at US$300 million. The settlement also provides for additional funds of up to US$100 million to pay for dicamba damage claims made by growers of other, non-soybean crops, as well as attorneys' fees, litigation costs and settlement administration costs. The settlement claims administration process is ongoing. Taking into account the payments already made, the remaining provision for settlements amounts to approximately US$54 million (€52 million) as of December 31, 2024.

There are lawsuits pending in Texas brought on behalf of approximately 50 grape vineyards alleging damage in years 2017–2024 (Timmons). Bayer believes it has meritorious defenses and intends to defend itself vigorously.

Insurance against statutory product liability claims

In connection with the above-mentioned product-related litigations, Bayer is insured against statutory product liability claims to the extent customary in the respective industries and has, based on the information currently available, taken corresponding accounting measures. However, the accounting measures relating to, in particular, Essure™ and Roundup™ (glyphosate) claims exceed the available insurance coverage.

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Patent disputes

Bollgard II RR Flex™/Intacta RR2 PRO™: In 2019, the Cotton Producers Association of the State of Mato Grosso ("AMPA") in Brazil filed a patent invalidity action in federal court seeking to invalidate four of Bayer's patents covering Bollgard II RR Flex™, a cotton technology owned by Bayer. In 2020, the Brazilian patent office, in the court proceedings, acknowledged the validity of all four challenged patents. Two of the patents are also being challenged in administrative nullity proceedings before the Brazilian patent office. One of the patents, the promoter patent which expired in 2022, is also at issue in a patent invalidation action filed in Brazilian federal court by the Soybean Growers Association from the State of Mato Grosso ("Aprosoja/MT") in 2017 regarding the Intacta RR2 PRO™ soybean technology. In addition to the patent invalidity claims, both lawsuits seek a refund of paid royalties. Both lawsuits were filed as collective actions and are proceeding before the same federal judge. Bayer's Intacta RR2 PRO™ soybean technology is presently protected by four patents.

In addition to the action filed in 2017 regarding the promoter patent, Aprosoja/MT is also seeking a correction of the expiration dates of all three patents protecting Bayer's Intacta RR2 PRO™ soybean technology, including the now expired promoter patent, in a separate action claiming that the two other patents had already expired and is additionally seeking a corresponding refund of paid royalties and reduction of ongoing royalty payments. In 2021, the Brazilian court in Mato Grosso decided to grant the requests by further soybean grower associations and AMPA to be admitted as co-plaintiffs to this lawsuit. One of the two patents, the promoter patent, also covers Bollgard II RR Flex™ and is at issue in the disputes with AMPA. Aprosoja/MT argues that the term of the patents had been determined unconstitutionally. In 2021, a decision by the Brazilian Supreme Court – that the term of patents previously determined to be a minimum of 10 years from the patent being granted is unconstitutional, and that this term shall instead be set at 20 years from the filing of the patent application – became final. This will apply retroactively to certain patents, thereby shortening their term. In December 2024, the court in Mato Grosso issued a decision granting all claims by Aprosoja/MT, including an order to refrain from collecting the proportional royalties for two of the three patents and to reimburse royalties paid by rural producers for the two patents after their shortened term provided that eligible rural producers file individual claims in that regard proving their entitlement to the granted reimbursement and the amount. Bayer disagrees with the decision and has appealed it. Bayer continues to believe that neither Aprosoja/MT nor other associations or rural producers are entitled to a refund of paid royalties or to a reduction of ongoing royalty payments.

MON 87429/MON 94313: In 2022, Corteva Agriscience LLC ("Corteva") filed a complaint in a US federal court against Bayer. Corteva alleges infringement of three patents held by Corteva by Bayer's herbicide tolerance technologies MON 87429 (corn) and MON 94313 (soybeans), respectively. However, Bayer asserts that its technologies do not infringe any valid patent claim of Corteva and that all three patents of Corteva are invalid. The litigation is stayed pending the final outcome of an Inter Partes Review ("IPR"), upon Bayer's request, of the three patents by the Patent Trial and Appeal Board ("PTAB") of the US Patent and Trademark Office. In December 2024, we received favorable IPR decisions from the PTAB finding all three Corteva patents invalid. The decisions can be appealed by Corteva.

Roundup Ready™ Soybean, Event GTS40-3-2: In 2023, Bayer's subsidiaries Monsanto Company and Monsanto do Brasil were served with an action filed in the Brazilian Superior Court of Justice by the rural unions of Sertão, Passo Fundo and Santiago in the State of Rio Grande do Sul (RS). The action challenges a 2019 decision by the court that had confirmed the protection of Roundup Ready™ soybeans under Brazilian patent law independent from plant variety protection and denied claims for a refund of paid royalties.

Bayer believes it has meritorious defenses in the above patent disputes and intends to defend itself vigorously.

Further legal proceedings

BASF arbitration: In 2019, Bayer was served with a request for arbitration by BASF. BASF alleged indemnification claims under asset purchase agreements signed in 2017 and 2018 related to the divestment of certain Crop Science businesses to BASF. BASF alleged that particular cost items, including certain personnel costs, had not been appropriately disclosed and allocated to some of the divested businesses. In 2022, the arbitral tribunal dismissed BASF's claims in their entirety. In 2023, the Higher Regional Court of Frankfurt am Main (Germany) rejected BASF's motion to set aside the award. However, the court found that the arbitral award was technically invalid because it did not comply with a German procedural rule regarding the signatures of the tribunal members. According to the court decision, the original arbitration proceedings had not yet come to an end and still had to be concluded by a valid arbitration award that fully complies with the procedural rules. In July 2024, the Federal Court of Justice overturned the decision of the Higher Regional Court of Frankfurt am Main and remanded the case back to the Higher Regional Court for a decision on the alleged grounds for annulment, ruling that the procedural rule regarding the signatures of the tribunal members had not been infringed.

Newark Bay environmental matters: In the United States, Bayer is a backup indemnitor for certain environmental liabilities in the Lower Passaic River and/or the Newark Bay Complex which are being satisfied by an unrelated company. Bayer is currently unable to determine the extent of its potential future liability for this matter.

Mine permit Idaho: In 2019, the United States Bureau of Land Management ("BLM") granted a permit to Bayer's subsidiary P4 Production, LLC, for a new phosphate mine in Idaho. Phosphorus is needed for glyphosate, which is contained in a number of Bayer's herbicides, including Roundup™ agricultural herbicides. In 2021, three non-governmental organizations ("NGOs") challenged the permit in the United States District Court for the District of Idaho. P4 Production joined the proceeding as an intervenor. In 2023, the court vacated the permit. Bayer has submitted a new mine permit application and is evaluating other phosphate ore mining opportunities. In September 2024, we reached a settlement with the plaintiffs. The settlement ensures that the NGOs will not challenge a new permit, which we currently expect the BLM to issue in the second half of 2025.

Asbestos: In many cases, plaintiffs allege that Bayer and co-defendants employed third parties on their sites in past decades without providing them with sufficient warnings or protection against the known dangers of asbestos. Additionally, a Bayer affiliate in the United States is the legal successor to companies that sold asbestos products until 1976. Union Carbide has agreed to indemnify Bayer for this liability. Similarly, Monsanto faces numerous claims based on exposure to asbestos at Monsanto premises without adequate warnings or protection and based on the manufacture and sale of asbestos-containing products. Bayer believes it has meritorious defenses and intends to defend itself vigorously.

PCBs: Bayer's subsidiary Monsanto has been named in lawsuits brought by various governmental entities in the United States claiming that Monsanto, Pharmacia and Solutia, collectively as a manufacturer of PCBs, should be responsible for a variety of damages due to PCBs in the environment, including bodies of water, regardless of how PCBs came to be located there. PCBs are chemicals that were widely used for various purposes until the manufacture of PCBs was prohibited by the EPA in the United States in 1979.

In 2020, Bayer entered into a class settlement, valued at approximately US$650 million, to settle claims of approximately 2,500 municipal entities. In 2022, the court issued its final approval of the class settlement. There were approximately 84 opt-outs of the class settlement, the majority of which have now filed lawsuits. In July 2024, Bayer agreed, without admission of liability, to pay US$160 million to settle the lawsuit with the City of Seattle, US$35 million of which was devoted to PCB remediation. In September 2024, Bayer agreed, without admission of liability, to pay US$35 million to settle the lawsuit with the City of Los Angeles.

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In April 2024, the Maine Attorney General filed suit in state court alleging claims for damages related to PCB contamination of the state's environment, so that there are now six attorney general cases pending: Delaware, Illinois, Maine, Maryland, New Jersey and Vermont. Prior cases filed or threatened by Washington, Washington D.C., New Mexico, New Hampshire, Ohio, Pennsylvania and Virginia were settled for a combined total of approximately US$456 million. The Company also settled a pending matter with the State of Oregon for US$698 million, reflecting unique circumstances in that State.

The Vermont Attorney General case is different from the others in scope because it involves allegations of contamination not only of the state's environment but also of its school buildings. There is a similar complaint (Addison Central School District) pending in federal court (District of Vermont) by private lawyers representing 93 Vermont school districts alleging PCB contamination in school buildings. In addition, there is a pending case in Vermont on behalf of the Burlington School District and related personal injury claims (see below).

Monsanto also faces numerous lawsuits claiming personal injury due to use of and exposure to PCB products in school buildings. One group of pending cases with approximately 200 plaintiffs claims a wide variety of personal injuries allegedly due to PCBs in the building products of the school Sky Valley Education Center ("SVEC") in King County, Washington. As of January 31, 2025, 10 trials had been completed in these matters, involving a total of 80 plaintiffs. 31 of these plaintiffs were not successful as the juries decided in favor of Monsanto or a mistrial was declared after the jury was unable to reach a decision. The other 49 plaintiffs were awarded a total of approximately US$320 million in compensatory and a multiple thereof in punitive damages. The undisputed evidence in these cases does not, in Bayer's opinion, support the conclusions that plaintiffs were exposed to unsafe levels of PCBs or that any exposure could have caused their claimed injuries. Bayer has filed post-trial motions or appealed the adverse verdicts, or plans to do so, due to numerous significant trial errors. In May 2024, the Washington Court of Appeals vacated the first SVEC verdict (Erickson et al.) for compensatory damages of approximately US$50 million and a multiple thereof in punitive damages, based on multiple trial errors. Many of the identified errors should, in Bayer's opinion, carry through the other SVEC trials to date. In October 2024, the Washington Supreme Court accepted review of several issues in the Erickson matter. The other appeals have been stayed pending the Washington Supreme Court's decision.

In 2023, a putative class action lawsuit (Neddo) was filed in the District of Vermont by a mother on behalf of her three children who attended a local school. She alleges they are at increased risk of cancer from PCB exposure and seeks the cost of medical monitoring. The complaint identifies 26 allegedly contaminated schools, and the proposed class is defined as all individuals who attended or worked at one of the contaminated schools. There are also three pending personal injury cases related to the Burlington, Vermont, high school.

There are additional personal injury cases stemming from non-school PCB exposure. Nine cases are pending in Massachusetts state court involving 14 plaintiffs who allege various personal injuries from alleged exposure to PCBs in or near a former General Electric landfill. A personal injury and wrongful death lawsuit involving approximately 150 current or former employees at Clark County Government Center is pending in Nevada. These plaintiffs allege that PCBs contaminated the Center through prior operations by Union Pacific Railroad at the site. The Nevada action was dismissed by the state court, and the plaintiffs had appealed. In August 2024, the Nevada Supreme Court reversed the dismissal. Lastly, there are three cases involving five plaintiffs claiming injury due to exposure to PCBs near Monsanto's former Krummrich plant.

We believe that we also have meritorious defenses in these matters and intend to defend ourselves vigorously.

To recover costs associated with the PCB-related litigation, Bayer filed a complaint in 2022 in the Circuit Court of St. Louis County for the State of Missouri to enforce its rights under certain indemnity contracts. Under these contracts, the companies who purchased PCBs for use in their products agreed to indemnify Monsanto for PCB-related litigation costs, including settlements.

Shareholder litigation concerning Monsanto acquisition: In Germany and the United States, investors have filed lawsuits claiming damages suffered due to the drop in Bayer AG's share price. Plaintiffs allege that Bayer AG's capital market communication in connection with the acquisition of Monsanto was flawed and that the information provided by Bayer on the risks, in particular regarding glyphosate product liability claims in the United States, was insufficient. In the German proceedings, there were approximately 60 plaintiffs with claims pending as of December 31, 2024. In 2022, the Cologne Regional Court initiated a model case proceeding in accordance with the Capital Markets Model Case Act. This does not include a decision on the merits of the matter. In the parallel proceeding in the United States, the United States District Court for the Northern District of California, San Francisco Division, certified a class in 2023. Bayer believes it has duly complied with its capital markets law obligations at all times in connection with the acquisition of Monsanto and its disclosures concerning glyphosate product liability claims and intends to defend itself vigorously against the claims in all shareholder lawsuits.

35. Related parties

Related parties are legal entities or natural persons that are able to exert influence on Bayer AG or over which Bayer AG exercises control or has a significant influence.

Transactions with related parties mainly comprise physical, rental, service and financing transactions with subsidiaries, joint ventures and other affiliated companies, and with pension plans. Such transactions are conducted on market terms (arm's length principle).

Bayer AG has undertaken to provide jouissance right capital (*Genussrechtskapital*) totaling €150 million for Bayer-Pensionskasse VVaG. The entire amount remained drawn in both 2023 and 2024.

Furthermore, in 2008 the establishment of a repayable effective initial fund was agreed with Bayer-Pensionskasse VVaG. This was increased by €800 million to €1,600 million in 2012 and by a further €500 million in 2022. The amount drawn as of December 31, 2024, was €1,135 million (December 31, 2023: €1,135 million).

Moreover, in 2019, the establishment of an additional repayable effective initial fund totaling €189 million had also been agreed with Rheinische Pensionskasse VVaG. The effective initial fund therefore has a total volume of €192 million, of which €60 million had been drawn upon as of December 31, 2024 (December 31, 2023: €60 million).

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36. Disclosures pursuant to Section 6b, Paragraph 2 of the German Energy Act (EnWG)

There were no unusual transactions in connection with energy supply that were of material significance for the net assets and results of operations of Bayer AG and required disclosure under Section 6b, Paragraph 2 of the German Energy Act (EnWG).

37. Audit fees

Information on audit fees for 2024 is provided in the Notes to the Consolidated Financial Statements of the Bayer Group. The exemption under Section 285, No. 17 of the German Commercial Code (HGB) is applied in this respect.

The fees for the financial statements audit services of Deloitte GmbH Wirtschaftsprüfungsgesellschaft primarily comprised those for the audits of the consolidated financial statements of the Bayer Group and of the financial statements of Bayer AG and its subsidiaries. The audit-related services and other audit work performed by Deloitte GmbH Wirtschaftsprüfungsgesellschaft in 2024 mainly concerned miscellaneous auditing services and the issuing of comfort letters in connection with capital-market transactions.

38. Events of particular significance after the end of the fiscal year

In January 2025, Bayer AG placed another Panda bond on the Chinese capital market. The bond has a volume of CNY 2 billion (€264 million), a maturity of three years and a coupon of 2.4%. It was fully hedged using foreign exchange derivatives. The liability arising from the bond itself as well as the resulting interest payments therefore do not pose a currency risk for Bayer AG.

In the same month, Bayer AG also repaid a bond with a volume of €1.2 billion.

39. Total compensation of the Board of Management and the Supervisory Board and loans

The total compensation of the members of the Board of Management serving in 2024 comprised:

Total Compensation of the Board of Management

€ thousand	2023	2024
Fixed compensation	6,988	7,203
Fringe benefits	5,365	637
Pension installment	1,407	1,769
Short-term variable cash compensation	752	5,040
Long-term stock-based cash compensation (Aspire)[1]	14,711	11,038
Severance payments in connection with the termination of service contracts	3,757	–
Total compensation	**32,980**	**25,687**
Pension service cost[2, 3]	2,536	661

[1] Fair value at the grant date

[2] Including company contribution to Bayer-Pensionskasse VVaG or Rheinische Pensionskasse VVaG

[3] The service cost for the pension component granted to Werner Baumann in conjunction with his termination agreement amounted to €1,261 thousand in 2023.

The total compensation of the Board of Management included €1,420 thousand (2023: €1,281 thousand) in fixed compensation, €54 thousand (2023: €31 thousand) in fringe benefits, €273 thousand in pension installments (2023: €260 thousand), €927 thousand (2023: €211 thousand) in short-term variable cash compensation, and €2,082 thousand (2023: €2,050 thousand) in long-term stock-based cash compensation that members of the Board of Management received from foreign subsidiaries. Of the pension service cost, €161 thousand (2023: €199 thousand) pertained to commitments at subsidiaries outside of Germany.

Pension payments to former members of the Board of Management and their surviving dependents in 2024 amounted to €13,629 thousand (2023: €13,184 thousand). Provisions for pensions and other post-employment benefits for former members of the Board of Management and their surviving dependents amounting to €222,444 thousand (2023: 235,340 thousand) were reflected in the statement of financial position of Bayer AG.

The total compensation of the Supervisory Board in 2024 was €5,050 thousand (2023: €4,970 thousand). This included attendance fees of €357 thousand (2023: €350 thousand).

There were no loans to members of the Board of Management or the Supervisory Board as of December 31, 2024, nor were any loans repaid during the year.

40. Proposal for the use of the distributable profit

The Board of Management will propose to the Annual Stockholders' Meeting on April 25, 2025, that, of the distributable profit of €3,663,878,214.40 reported in the annual financial statements for the fiscal year 2024, an amount of €108,066,649.02 be used to pay a dividend of €0.11 per share carrying dividend rights and the remaining amount of €3,555,811,565.38 be allocated to other retained earnings.

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Governance Bodies

Supervisory Board

Members of the Supervisory Board held office as members of the supervisory board or a comparable supervising body of the corporations listed below (as of December 31, 2024, unless otherwise indicated; in the case of Supervisory Board members who stepped down during the year, the information given is accurate as of the date of their departure):

Prof. Dr. Norbert Winkeljohann[1]
Osnabrück, Germany
(born November 5, 1957)

Chairman of the Supervisory Board effective April 2020

Member of the Supervisory Board effective May 2018

Independent management consultant

Memberships on other supervisory boards:

- Bohnenkamp AG (Chairman)
- Deutsche Bank AG[4] (Vice Chairman)
- Georgsmarienhütte Holding GmbH
- Sievert SE (Chairman)

Heike Hausfeld
Leverkusen, Germany
(born September 19, 1965)

Vice Chairwoman of the Supervisory Board effective April 2022

Member of the Supervisory Board effective April 2017

Chairwoman of the Bayer Central Works Council

Dr. Paul Achleitner
Munich, Germany
(born September 28, 1956)

Member of the Supervisory Board effective April 2002

Investor

Memberships in comparable supervising bodies of German or foreign corporations:

- Henkel AG & Co. KGaA[4] (Shareholders' Committee)

Dr. rer. nat. Simone Bagel-Trah
Düsseldorf, Germany
(born January 10, 1969)

Member of the Supervisory Board until April 2024

Chairwoman of the Supervisory Board of Henkel AG & Co. KGaA and Henkel Management AG and of the Shareholders' Committee of Henkel AG & Co. KGaA

Memberships on other supervisory boards:

- Henkel AG & Co. KGaA[4] (Chairwoman)
- Henkel Management AG (Chairwoman)
- Heraeus Holding GmbH

Memberships in comparable supervising bodies of German or foreign corporations:

- Henkel AG & Co. KGaA[4] (Shareholders' Committee, Chairwoman)

Horst Baier[2]
Hanover, Germany
(born October 20, 1956)

Member of the Supervisory Board effective April 2020

Independent consultant

Memberships in comparable supervising bodies of German or foreign corporations:

- DIAKOVERE gGmbH
- Ecclesia Holding GmbH
- Whitbread PLC[4] (Board of Directors)

Dr. Norbert W. Bischofberger
Hillsborough, USA
(born January 10, 1956)

Member of the Supervisory Board until April 2024

President and Chief Executive Officer of Kronos Bio, Inc.

Memberships in comparable supervising bodies of German or foreign corporations:

- Morphic Holding, Inc.[4] (Board of Directors)

André van Broich
Dormagen, Germany
(born June 19, 1970)

Member of the Supervisory Board effective April 2012

Chairman of the Bayer Group Works Council

Chairman of the Works Council of the Bayer Dormagen site (until October 2024)

Chairman of the Bayer European Forum (effective June 2024)

Ertharin Cousin
Chicago, USA
(born May 12, 1957)

Member of the Supervisory Board effective October 2019

Independent consultant

Memberships in comparable supervising bodies of German or foreign corporations:

- Allwyn North America, Inc. (Board of Directors)
- Mondelēz International, Inc.[4] (Board of Directors)

Nadine Dietz
(as of February 20, 2025)
Bergisch Gladbach, Germany
(born August 5, 1974)

Member of the Supervisory Board effective January 1, 2025

Chairwoman of the Bayer Group Executives' Committee

Vice Chairwoman of the Executives' Committee of Bayer AG Leverkusen/Monheim

Yasmin Fahimi
Hanover, Germany
(born December 25, 1967)

Member of the Supervisory Board effective October 2022

Chairwoman of the German Trade Union Confederation

Memberships on other supervisory boards:

- Telefónica Deutschland Holding AG[4]

Memberships in comparable supervising bodies of German or foreign corporations:

- Kreditanstalt für Wiederaufbau AöR (Board of Supervisory Directors)

Dr. Barbara Gansewendt
Essen, Germany
(born September 29, 1963)

Member of the Supervisory Board until December 2024

Chairwoman of the Bayer Group Executives' Committee

Chairwoman of the Executives' Committee of Bayer AG Wuppertal

Colleen A. Goggins
Princeton, USA
(born September 9, 1954)

Member of the Supervisory Board effective April 2017

Independent consultant

Memberships in comparable supervising bodies of German or foreign corporations:

- IQVIA Holdings, Inc.[4] (Board of Directors)
- The Toronto-Dominion Bank[4] (Board of Directors)
- TD Bank US Holding Company[5] (Board of Directors) (effective October 2024)
- TD Bank, N.A.[5] (Board of Directors) (effective October 2024)
- TD Bank USA, N.A.[5] (Board of Directors) (effective October 2024)

Francesco Grioli
Ronnenberg, Germany
(born April 22, 1972)

Member of the Supervisory Board effective April 2022

Member of the Executive Main Board of the German Mining, Chemical and Energy Industrial Union

Memberships on other supervisory boards:

- Continental AG[4]
- Gerresheimer AG[4] (Vice Chairman) (until November 2024)

Frank Löllgen
Cologne, Germany
(born June 14, 1961)

Member of the Supervisory Board effective November 2015

North Rhine District Secretary of the German Mining, Chemical and Energy Industrial Union

Memberships on other supervisory boards:

- Covestro AG[4]
- Covestro Deutschland AG

Marianne Maehl
Egelsbach, Germany
(born July 18, 1965)

Member of the Supervisory Board effective September 2024

Chairwoman of the Works Council of the Bayer Frankfurt am Main site

Kimberly Mathisen
Oslo, Norway
(born May 24, 1972)

Member of the Supervisory Board effective September 2022

Chief Executive Officer of HUB Ocean

Memberships in comparable supervising bodies of German or foreign corporations:

- Aker BioMarine ASA[4,6] (Board of Directors)
- Aker Horizons ASA[4,6] (Board of Directors)
- Aize AS[6] (Board of Directors)

Andrea Sacher
Berlin, Germany
(born May 8, 1981)

Member of the Supervisory Board effective September 2020

Chairwoman of the Works Council of the Bayer Berlin site

Vice Chairwoman of the Bayer Central Works Council

Claudia Schade
Leverkusen, Germany
(born December 20, 1978)

Member of the Supervisory Board effective April 2022

Chairwoman of the Works Council of the Bayer Leverkusen site

Lori Schechter
Dallas, USA
(born October 13, 1961)

Member of the Supervisory Board effective April 2024

Board and Enterprise Risk Advisor at McKesson Corporation (until June 2024)

Independent consultant (effective June 2024)

Dr. Nancy Simonian
Cambridge, USA
(born December 14, 1960)

Member of the Supervisory Board effective April 2024

Independent consultant

Memberships in comparable supervising bodies of German or foreign corporations:

- Alltrna, Inc. (Board of Directors)
- Generate Biomedicines, Inc. (Board of Directors) (effective June 2024)
- Syros Pharmaceuticals, Inc.[4] (Board of Directors)

Jeffrey Ubben
Healdsburg, USA
(born July 19, 1961)

Member of the Supervisory Board effective April 2024

Founder, Portfolio Manager and Managing Partner at Inclusive Capital Partners, L.P.

Memberships in comparable supervising bodies of German or foreign corporations:

- Aircela, Inc. (Board of Directors) (effective July 2024)
- Arcadia Power, Inc. (Board of Directors)
- Climate Vault Solutions, Inc. (Board of Directors)
- Exxon Mobil Corporation[4] (Board of Directors)

Heinz Georg Webers
Bergkamen, Germany
(born December 27, 1959)

Member of the Supervisory Board until August 2024

Chairman of the Works Council of the Bayer Bergkamen site

Alberto Weisser
Igrejinha, Portugal
(born June 26, 1955)

Member of the Supervisory Board effective April 2021

Senior Consultant at Temasek International Pte. Ltd.

Memberships in comparable supervising bodies of German or foreign corporations:

- Linde plc[4] (Board of Directors)
- PepsiCo, Inc.[4] (Board of Directors)

Michael Westmeier
Leverkusen, Germany
(born August 3, 1972)

Member of the Supervisory Board effective April 2022

Chairman of the Works Council of Bayer Vital GmbH

Vice Chairman of the Bayer Group Works Council

Memberships on other supervisory boards:

- Bayer Vital GmbH

Prof. Dr. med. Dr. h. c. mult. Otmar D. Wiestler
Berlin, Germany
(born November 6, 1956)

Member of the Supervisory Board until April 2024

President of the Hermann von Helmholtz Association of German Research Centers e. V.

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Standing committees of the Supervisory Board of Bayer AG (as of December 31, 2024)

Mediation Committee/ Presidial Committee
Winkeljohann[1,3] (Chairman), Achleitner[3], Gansewendt, Grioli[3], Hausfeld[3], Weisser

Audit Committee
Baier[2] (Chairman), Gansewendt, Hausfeld, Löllgen, Schechter, Ubben, Westmeier, Winkeljohann[1]

Human Resources and Compensation Committee
Winkeljohann[1] (Chairman), Baier[2], Hausfeld, Sacher, Simonian, van Broich

Nomination Committee
Winkeljohann[1] (Chairman), Goggins, Mathisen, Weisser

Legal Risk Committee
Schechter (Chairwoman), Achleitner, Hausfeld, Löllgen, Sacher, Ubben, van Broich, Winkeljohann[1]

ESG Committee
Cousin (Chairwoman), Fahimi, Goggins, Hausfeld, Mathisen, Schade, van Broich, Winkeljohann[1]

[1] Expert member in the field of auditing pursuant to Section 100, Paragraph 5 of the German Stock Corporation Act (AktG)

[2] Expert member in the field of accounting pursuant to Section 100, Paragraph 5 of the German Stock Corporation Act (AktG)

[3] Members of the Mediation Committee

[4] Listed company

[5] Toronto-Dominion Bank group

[6] Aker group

Board of Management

Members of the Board of Management held office as members of the supervisory board or a comparable supervising body of the corporations listed below (as of December 31, 2024, unless otherwise indicated; in the case of Board of Management members who stepped down during the year, the information given is accurate as of the date of their departure):

William N. (Bill) Anderson
(born August 23, 1966)
Member of the Board of Management effective April 1, 2023, appointed until March 31, 2026
Chairman of the Board of Management (CEO)

Wolfgang Nickl
(born May 9, 1969)
Member of the Board of Management effective April 26, 2018, appointed until May 31, 2026
Finance

Stefan Oelrich
(as of March 4, 2025)
(born June 1, 1968)
Member of the Board of Management effective November 1, 2018, appointed until October 31, 2029
Pharmaceuticals

Heike Prinz
(born September 24, 1964)
Member of the Board of Management effective September 1, 2023, appointed until August 31, 2026
Talent
Labor Director

Rodrigo Santos
(born May 28, 1973)
Member of the Board of Management effective January 1, 2022, appointed until December 31, 2028
Crop Science

Julio Triana
(born September 21, 1965)
Member of the Board of Management effective April 1, 2024, appointed until March 31, 2027
Consumer Health

Heiko Schipper
(born August 21, 1969)
Member of the Board of Management until April 30, 2024
Consumer Health
- Royal FrieslandCampina N.V.

Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles, the financial statements give a true and fair representation of the assets, liabilities, financial position and profit or loss of the company, and the Combined Management Report includes a fair review of the development and performance of the business and the position of the Bayer Group and Bayer AG, together with a description of the principal opportunities and risks associated with the expected development of Bayer Group and Bayer AG.

Leverkusen, February 20, 2025
Bayer Aktiengesellschaft

The Board of Management

Bill Anderson

Wolfgang Nickl

Stefan Oelrich

Heike Prinz

Rodrigo Santos

Julio Triana

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Independent Auditor's Report

To Bayer Aktiengesellschaft, Leverkusen/Germany

REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE COMBINED MANAGEMENT REPORT

Audit Opinions

We have audited the annual financial statements of Bayer Aktiengesellschaft, Leverkusen/Germany, which comprise the statement of financial position as at December 31, 2024, and the income statement for the financial year from January 1 to December 31, 2024, and the notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the combined management report for the Parent and the Group of Bayer Aktiengesellschaft, Leverkusen/Germany, for the financial year from January 1 to December 31, 2024. In accordance with the German legal requirements, we have not audited the content of those parts of the combined management report set out in the appendix to the auditor's report.

In our opinion, on the basis of the knowledge obtained in the audit,

// the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at December 31, 2024 and of its financial performance for the financial year from January 1 to December 31, 2024 in compliance with German Legally Required Accounting Principles, and
// the accompanying combined management report as a whole provides an appropriate view of the Company's position. In all material respects, this combined management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the content of those parts of the combined management report set out in the appendix to the auditor's report.

Pursuant to Section 322 (3) sentence 1 German Commercial Code (HGB), we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation (No. 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). We performed the audit of the annual financial statements in supplementary compliance with the International Standards on Auditing (ISA). Our responsibilities under those requirements, principles and standards are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the combined management report.

Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from January 1 to December 31, 2024. These matters were addressed in the context of our audit of the annual financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following, we present the recoverability of investments in subsidiaries, which we have determined to be the key audit matter in the course of our audit.

Our presentation of this key audit matter has been structured as follows:

a. Description (including reference to corresponding information in the annual financial statements)
b. Auditor's response

Recoverability of investments in subsidiaries

a) The annual financial statements of Bayer Aktiengesellschaft as at December 31, 2024 show investments in subsidiaries of EUR 71,144 million (69.7% of total assets). The Company has tested the recoverability of the carrying amounts of the investments as at the reporting date by performing internal company valuations. For material investments in subsidiaries, Bayer Aktiengesellschaft generally determines a total company value, which is adjusted for the net financial position. The carrying amounts of the investments are compared to the equity values determined and, in the case of impairment that is permanent, are written down to the lower fair value. The total company values are generally calculated as the present value of the future cash flows expected by the executive directors using discounted cash flow models. These values are particularly dependent on the executive directors' estimate of future cash flows, as well as the discount rates and growth rates applied. The valuations are therefore subject to uncertainties. Even small changes in the assumptions used can have a significant impact. Against this background and in view of the material significance for the assets, liabilities and financial performance of Bayer Aktiengesellschaft, this matter was particularly relevant in the context of our audit.

The executive directors' disclosures on investments and their recoverability are included in notes 7 and 13 to the financial statements.

b) As part of our audit, we gained an understanding of the Company's process to assess the recoverability of investments held in subsidiaries. We assessed, among other things, whether the valuation models used to determine the total company values accurately reflect the conceptual requirements of the relevant measurement standards and whether the calculations in these models were performed correctly. We also assured ourselves that the fair values were calculated properly and in accordance with the relevant measurement standards. To do this, we verified, among other things, that the underlying future cash flows and estimated capital costs as a whole provide a suitable basis. As part of our audit, we relied, among other things, on a comparison with general and industry-specific market expectations, as well as extensive explanations provided by the executive directors on the key value drivers and premises of the planning. We also checked the parameters used to determine the discount rate applied by means of a comparison with market data, and verified the calculation model both factually and mathematically. In addition, we involved internal specialists from the Valuation Services department for individual areas of the audit.

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Other Information

The executive directors and/or the supervisory board are responsible for the other information. The other information comprises

// the report of the supervisory board,
// the foreword to the compensation report,
// the compensation report pursuant to Section 162 German Stock Corporation Act (AktG),
// the unaudited content of the combined management report specified in the appendix to the auditor's report, and
// the executive directors' confirmations pursuant to Section 264 (2) sentence 3 and Section 289 (1) sentence 5 HGB regarding the annual financial statements and the combined management report.

The supervisory board is responsible for the report of the supervisory board and the foreword to the compensation report. The executive directors and the supervisory board are responsible for the declaration on the German Corporate Governance Code in accordance with Section 161 AktG, which is part of the corporate governance statement included in the "Corporate Governance Report" section of the combined management report, and for the compensation report. Otherwise the executive directors are responsible for the other information.

Our audit opinions on the annual financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

// is materially inconsistent with the annual financial statements, with the audited content of the combined management report or our knowledge obtained in the audit, or
// otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Combined Management Report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the combined management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the combined management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Combined Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) and in supplementary compliance with the ISA will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this combined management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also

// identify and assess the risks of material misstatement of the annual financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
// obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of internal control or these arrangements and measures of the Company.
// evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
// conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.

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- // evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- // evaluate the consistency of the combined management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- // perform audit procedures on the prospective information presented by the executive directors in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements for the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the Audit of the Electronic Reproductions of the Annual Financial Statements and of the Combined Management Report Prepared for Publication Pursuant to Section 317 (3a) HGB

Audit Opinion

We have performed an audit in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the annual financial statements and of the combined management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the file, which has the SHA-256 value a704ea80052021b023afc2dee00192502c7a10709ca9baff43cc9c0927837ea7, meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this audit only covers the conversion of the information contained in the annual financial statements and the combined management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the annual financial statements and of the combined management report prepared for publication contained in the file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this audit opinion and our audit opinions on the accompanying annual financial statements and on the accompanying combined management report for the financial year from January 1 to December 31, 2024 contained in the "Report on the Audit of the Annual Financial Statements and of the Combined Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

Basis for the Audit Opinion

We conducted our audit of the electronic reproductions of the annual financial statements and of the combined management report contained in the file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Auditing Standard: Audit of the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Purposes Pursuant to Section 317 (3a) HGB (IDW AuS 410 (06.2022)) and the International Standard on Assurance Engagements 3000 (Revised). Our responsibilities in this context are further described in the "Auditor's Responsibilities for the Audit of the ESEF Documents" section. Our audit firm has applied the requirements of the IDW Quality Management Standards (IDW QMS).

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the Company are responsible for the preparation of the ESEF documents based on the electronic files of the annual financial statements and of the combined management report according to Section 328 (1) sentence 4 no. 1 HGB.

In addition, the executive directors of the Company are responsible for such internal control that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

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Auditor's Responsibilities for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the audit. We also

// identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
// obtain an understanding of internal control relevant to the audit on the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
// evaluate the technical validity of the ESEF documents, i.e., whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the reporting date, on the technical specification for this electronic file.
// evaluate whether the ESEF documents enable an XHTML reproduction with content equivalent to the audited annual financial statements and to the audited combined management report.

Report on the Audit of Compliance with the Accounting Obligations under Section 6b (3) EnWG

We audited whether the Company complied with its obligations under Section 6b (3) sentences 1 to 5 German Energy Industry Act (EnWG) to maintain separate accounts for the financial year from January 1 to December 31, 2024.

In our opinion, the Company complied, in all material respects, with the obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts.

We conducted our audit of compliance with the obligations under Section 6b (5) EnWG to maintain separate accounts in accordance with the Auditing Standard: Audit pursuant to Section 6b EnWG (IDW AuS 610 Rev. (07.2021)) promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described below. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In our capacity as a German Public Audit Firm, we apply the requirements of the IDW Quality Management Standards. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on compliance with the accounting obligations pursuant to Section 6b (3) EnWG.

The executive directors are responsible for compliance with the obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts.

In addition, the executive directors are responsible for such internal control as they have determined necessary to comply with the obligations to maintain separate accounts.

The supervisory board is responsible for overseeing the Company's compliance with the accounting obligations under Section 6b (3) EnWG.

Our objective is to obtain reasonable assurance about whether the executive directors have complied, in all material respects, with their obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts, as well as to include a report in the auditor's report that comprises our audit opinion on whether the accounting obligations under Section 6b (3) EnWG have been observed. The audit of compliance with the obligations under Section 6b (3) sentences 1 to 5 EnWG to maintain separate accounts includes assessing whether the classification of accounts in relation to the activities pursuant to Section 6b (3) sentences 1 to 4 EnWG was appropriate and reasonable, and whether the principle of consistency has been adhered to.

Further Information Pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the stockholders' meeting on April 26, 2024. We were engaged by the supervisory board on July 1, 2024. We have been the auditor of Bayer Aktiengesellschaft, Leverkusen/Germany, without interruption since the financial year 2017.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

OTHER MATTER – USE OF THE AUDITOR'S REPORT

Our auditor's report must always be read together with the audited annual financial statements and the audited combined management report as well as with the audited ESEF documents. The annual financial statements and the combined management report converted into the ESEF format – including the versions to be submitted for inclusion in the Company Register – are merely electronic reproductions of the audited annual financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the audited ESEF documents made available in electronic form.

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is Silvia Geberth.

Munich/Germany, February 25, 2025

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:	Signed:
Andreas Wermelt	Silvia Geberth
Wirtschaftsprüfer	Wirtschaftsprüferin
(German Public Auditor)	(German Public Auditor)

Appendix to the Auditor's Report:
Unaudited Content of the Combined Management Report

We have not audited the content of the following parts of the combined management report:

// The statements contained in the "About this Report" section, to which reference is made in the combined management report
// The statements made on the appropriateness and operating effectiveness of the system of internal control and the risk management system (RMS) in accordance with Recommendation A.5 of the GCGC contained in section 3.2.1 of the combined management report under "Assessment of the risk management and internal control system pursuant to Section 91, Paragraph 3 of the German Stock Corporation Act"
// The statements made in section 4 of the combined management report under "Sustainability Statement"
// The corporate governance statement pursuant to Section 289f and Section 315d HGB contained in section 5.1 of the combined management report
// The non-financial and other disclosures by Bayer AG contained in section 6.4 of the combined management report
// All cross-references to web pages of the Company and the information to which these cross-references refer

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Financial Calendar

Annual Stockholders' Meeting 2025	*April 25, 2025*
Planned dividend payment day	*April 30, 2025*
Q1 2025 Quarterly Statement	*May 13, 2025*
2025 Half-Year Report	*August 6, 2025*
Q3 2025 Quarterly Statement	*November 12, 2025*
2025 Annual Report	*February 25, 2026*
Annual Stockholders' Meeting 2026	*April 24, 2026*

Masthead

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Bayer AG, 51368 Leverkusen, Germany

Editor
Danielle Staudt-Gersdorf, phone +49 214 3046309
Email: danielle.staudt-gersdorf@bayer.com

Investor Relations
Denise Jahn, phone +49 214 3072704
Email: ir@bayer.com

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Sebastian Leins
Email: sebastian.leins@bayer.com

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