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

Investor News

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Bayer commences takeover offer for all the shares of Algeta

Leverkusen, Germany, January 20, 2014 – Bayer's planned acquisition of Algeta ASA (OSE: ALGETA), based in Oslo, Norway, is entering its next phase: Aviator Acquisition AS, a subsidiary established by Bayer Nordic SE, Espoo, Finland, for the purpose of the acquisition, today commenced a public takeover offer for all the shares of Algeta at a price of NOK 362 per share in cash. The total value of the transaction is thus approximately NOK 17.6 billion (EUR 2.1 billion), and the enterprise value amounts to NOK 16.2 billion (EUR 1.9 billion). Bayer has issued the takeover offer on the basis of the transaction agreement signed with Algeta on December 19, 2013.

The Board of Directors of Algeta has unanimously recommended that its shareholders accept the offer. The offer period starts on January 20 and expires at 9:00 a.m. CET on February 24, 2014. Bayer has already obtained pre-acceptances for approximately 14 % of the shares in Algeta, including pre-acceptances from all members of Algeta's Board of Directors as well as from Algeta's largest shareholder, HealthCap IV.

The completion of the offer is subject to satisfaction or waiver of customary conditions detailed in the offer document, including a minimum acceptance level of 90 % of the share capital. The German Federal Cartel Office’s clearance of Bayer's acquisition of Algeta was announced on January 6, 2014. No further antitrust approvals are required.

Bayer and Algeta have collaborated since 2009 to develop and commercialize radium-223 dichloride, which was approved in the United States in May 2013 under the tradename Xofigo™ and is being co-promoted there by Algeta and Bayer. The European Commission granted marketing authorization for the product in November 2013. Xofigo™ is an alpha-particle-emitting radioactive therapeutic agent for the treatment of patients with castration-resistant prostate cancer (CRPC), symptomatic bone metastases and no known visceral metastatic disease.

The offer document containing the full terms and conditions for the public takeover offer was published today. Subject to restrictions under applicable securities laws, the offer document will be distributed to all shareholders listed in Algeta's share register and will be available at **http://sebgroup.com**.

Bayer: Science For A Better Life

Bayer is a global enterprise with core competencies in the fields of health care, agriculture and high-tech materials. As an innovation company, it sets trends in research-intensive areas. Bayer's products and services are designed to benefit people and improve their quality of life. At the same time, the Group aims to create value through innovation, growth and high earning power. Bayer is committed to the principles of sustainable development and to its social and ethical responsibilities as a corporate citizen. In fiscal 2012, the Group employed 110,000 people and had sales of €39.7 billion. Capital expenditures amounted to €1.9 billion, R&D expenses to €3.0 billion. For more information, go to www.bayer.com.

IMPORTANT INFORMATION ABOUT THE TAKEOVER OFFER

The takeover offer described in this press release has commenced. This press release is neither an offer to purchase nor a solicitation of an offer to sell shares. The offer to purchase all the shares of Algeta ASA is contained in the offer document filed by Aviator Acquisition AS with the Norwegian regulatory authority Oslo Stock Exchange (OSE) and approved by the OSE on January 20, 2014. Algeta stockholders and other investors are urged to carefully read the offer document before making any decision with respect to the takeover offer. The complete offer document will, subject to restrictions under applicable securities laws, be distributed free of charge to all Algeta shareholders registered in Algeta's share register in Verdipapirsentralen (the Norwegian Central Securities Depository) and will also be available free of charge at **http://sebgroup.com**.

Bayer AG, Investor Relations contacts:

Dr. Alexander Rosar (+49-214-30-81013)
Dr. Jürgen Beunink (+49-214-30-65742)
Peter Dahlhoff (+49-214-30-33022)
Fabian Klingen (+49-214-30-35426)
Judith Nestmann (+49-214-30-66836)
Constance Spitzer (+49-214-30-33021)
Dr. Olaf Weber (+49-214-30-33567)

Forward-Looking Statements
This release may contain forward-looking statements based on current assumptions and forecasts made by Bayer Group or subgroup management. Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. These factors include those discussed in Bayer's public reports which are available on the Bayer website at www.bayer.com. The company assumes no liability whatsoever to update these forward-looking statements or to conform them to future events or developments.