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## News Release

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### European Commission conditionally approves Bayer's proposed acquisition of Monsanto

Closing of transaction planned for the second quarter of 2018

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**Leverkusen, March 21, 2018** – On Wednesday, the European Commission conditionally approved Bayer's proposed acquisition of Monsanto. "Receipt of the European Commission's approval is a major success and a significant milestone," said Bayer CEO Werner Baumann. "Together with Monsanto, we want to help farmers across the world grow more nutritious food in a more sustainable way that benefits both consumers and the environment." Bayer has now received approvals for the transaction from substantially more than half of the some 30 regulatory authorities, including those in Brazil and China.

The conditions cover in particular the divestment of certain Bayer businesses, including the global field crop seeds business such as canola, cotton, and soybean (with minor exceptions restricted to the Asia region), the R&D platform for hybrid wheat, the global vegetable seeds business, the global glufosinate ammonium business as well as certain glyphosate-based herbicides in Europe, predominantly for industrial use. In addition, Monsanto's global business with the nematicide NemaStrike must be divested. The conditions also stipulate the transfer of three Bayer research projects in the area of non-selective herbicides and the granting of a license to Bayer's digital farming portfolio. BASF is the intended purchaser of these assets.

The transaction remains subject to customary closing conditions, including receipt of required regulatory approvals. Bayer and Monsanto are working closely with the authorities – including the Department of Justice in the United States – with the goal of closing the transaction in the second quarter of 2018.

## **About Bayer**

Bayer is a global enterprise with core competencies in the Life Science fields of health care and agriculture. Its products and services are designed to benefit people and improve their quality of life. At the same time, the Group aims to create value through innovation, growth and high earning power. Bayer is committed to the principles of sustainable development and to its social and ethical responsibilities as a corporate citizen. In fiscal 2017, the Group employed around 99,800 people and had sales of EUR 35.0 billion. Capital expenditures amounted to EUR 2.4 billion, R&D expenses to EUR 4.5 billion. For more information, go to [www.bayer.com](http://www.bayer.com).

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### **Forward-Looking Statements**

Certain statements contained in this communication may constitute "forward-looking statements." Actual results could differ materially from those projected or forecast in the forward-looking statements. The factors that could cause actual results to differ materially include the following: uncertainties as to the timing of the transaction; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in the merger within the expected time-frames or at all and to successfully integrate Monsanto's operations into those of Bayer; such integration may be more difficult, time-consuming or costly than expected; revenues following the transaction may be lower than expected; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) may be greater than expected following the announcement of the transaction; the retention of certain key employees at Monsanto; risks associated with the disruption of management's attention from ongoing business operations due to the transaction; the conditions to the completion of the transaction may not be satisfied, or the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the merger; the impact of the refinancing of the loans taken out for the transaction, the impact of indebtedness incurred by Bayer in connection with the transaction and the potential impact on the rating of indebtedness of Bayer; the effects of the business combination of Bayer and Monsanto, including the combined company's future financial condition, operating results, strategy and plans; other factors detailed in Monsanto's Annual Report on Form 10-K filed with the SEC for the fiscal year ended Thursday, August 31, 2017 and Monsanto's other filings with the SEC, which are available at <http://www.sec.gov> and on Monsanto's website at [www.monsanto.com](http://www.monsanto.com); and other factors discussed in Bayer's public reports which are available on the Bayer website at [www.bayer.com](http://www.bayer.com). Bayer and Monsanto assume no obligation to update the information in this communication, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.