

(TRANSLATION)

Report on Status of Conversion of
Securities and Issuance of New Shares, Etc.

Date of Filing: January 15, 2008

To: Mr. Atsushi Saito
President & CEO
Tokyo Stock Exchange, Inc.

Corporate Name: Bayer Aktiengesellschaft

Title and Name
of Representatives: Werner Wenning
Chairman of the Board of Management
(Code No.4863)

Name of
Attorney-in-Fact: Koichi Takeuchi (Seal)

Address of
Attorney-in-Fact: Nagashima Ohno & Tsunematsu
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In connection with the status of conversion of any convertible stocks into listed shares, exercise of option rights or warrants, issuance of new shares and acquisition of the Company's own shares (treasury shares) during the year ended December 31, 2007, we hereby report as follows:

1. Status of (i) conversion of convertible stocks into listed shares and (ii) exercise of option rights or warrants (Report based upon Rule 421 of the Enforcement Regulations of the Securities Listing Regulations.)

Cause	Number of Issued Shares (1)	Total Amount of Issued Shares (2)
None	Shares	
Total	Shares	

(Notes)

1. The Attorney-in-Fact referred to in this Report shall mean an attorney-in-fact as provided under Rule 426 of the Securities Listing Regulations.
 2. Please break down the cause of issuance into “Conversion of Preferred Shares”, “Exercise of Convertible Bonds Type - Bonds with Option Rights or Warrants”, etc. and fill in (1) according to each cause (please exclude the number of shares appropriated from the company's own shares). Please be advised that (2) may be left blank unless there are shares issued by conversion of the convertible stocks offered in Japan or exercise of the bonds with option rights or warrants or securities with option rights or warrants offered in Japan. If the listed shares which were issued by conversion of the convertible stocks offered in Japan or exercise of the bonds with option rights or warrants or securities with option rights or warrants offered in Japan are included in the “Number of Issued Shares” in the above table, please also fill the number and the total amount thereof (please exclude the shares appropriated from the company's own shares).
2. Status of issuance of new shares resulting from the exercise of stock purchase warrants, stock options or other rights similar thereto (Report based upon Rule 422 of the Enforcement Regulations of the Securities Listing Regulations.)

Cause	Number of Issued Shares(1)	Total Amount (Exercise Price x Number of Issued Shares)(2)
None	Shares	
	Shares	
	Shares	
Total	Shares	

(Note)

Please break down the cause of issuance into “Exercise of stock purchase warrant”, “Exercise of stock option”, etc. and fill in (1) according to each cause (please exclude the number of shares appropriated from the company's own shares). Please be advised that (2) may be left blank unless there are shares issued by exercise of stock purchase warrants or stock options, etc. which were granted in Japan. If there are shares issued by the (or) an exercise of option, etc. granted in Japan, please also fill the number of such shares and the total amount of such exercise price (please exclude the shares appropriated from the company's own shares).

3. Status of issuance of new shares for other causes

Cause	Number of Issued Shares (1)	Total Amount Received (2)
None	Shares	
Total	Shares	

(Note)

1. Please describe the cause of issuance (such as offering, stock splits, stock dividends, shareholder reinvestment plan, etc.) and inscribe the number of issued shares

according to each cause in (1) (Please exclude the number of shares appropriated from the company's own shares): Please be advised that (2) may be left blank unless there are shares issued by the offering in Japan. In case the number of shares is decreased due to cancellation etc., please inscribe the number of shares decreased (Put 「-」 or 「△」 before number) according to each cause. If there are shares issued by the offering in Japan, please also fill the numbers of such shares issued in (1), and the amount of such issuance in (2).

2. With regard to the “Total Amount Received” by issuance of new shares in conjunction with the acquisition of other companies, if there are shares issued by the offering in Japan, please inscribe the increased amount of shareholders’ equity (the total of share capital and surplus).

Changes in the total number of listed shares during the year are as follows:

Listed Shares	
As of the end of the previous business year ended December 31, 2006	764,341,920 shares
Increase/decrease during the business year ended December 31, 2007 for the causes set forth from 1. to 3. above	0 Shares
Total number of listed shares as of the end of December 31, 2007	764,341,920 Shares

4. Status of acquisition of the Company's own shares (report based upon Rule 422 of the Enforcement Regulations of the Securities Listing Regulations.)

Common Shares		
Number of shares held as of December 31, 2006		None Shares
Increase/decrease in number of company’s own shares during the business year ended December 31, 2007	Shares acquired	Shares
	Shares sold	Shares
	Shares redeemed or canceled	Shares
	Other ()	Shares
Number of shares held as of December 31, 2007		Shares

[END]