

Report of the Board of Directors

BOARD OF DIRECTORS' REPORT ON RESOLUTIONS SUBMITTED TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING ON 4 APRIL 2017

Dear Sir/Madam Shareholder,

We have summoned you to an Annual General Shareholders' Meeting in order to submit for your approval the eleven resolutions whose purpose is described and commented below.

Please note that the description of the Company's activity required by the law is included in the management report related to 2016 financial year.

Approval of the annual financial statements and allocation of the results

The purpose of the **first resolution** is:

- to approve the Sartorius Stedim Biotech SA's financial statements for the year ended on 31 December 2016 which disclosed a net profit of €54,324,057 to discharge to all directors.

- to note the absence of expenditures referred to in article 39, 4 of the general tax code.

The purpose of the **second resolution** is to approve the consolidated financial statements for the year ended 31 December 2016 amounting to €155,877,067 euros.

The purpose of the **third resolution** is to allocate the 2016 results and to determine the amount of dividends to be paid to the Shareholders.

The net profit resulting from the 2016 financial statements amounts to €54,324,057

We propose to allocate the net profits as follows:

- Legal reserves: €306,881
- Balance resulting from deduction of legal reserves: €54,017,376
- The following is to be added to this balance: Year-earlier profit carried forward: €11,981,550
- This would yield a distributable profit of €65,998,726
- Total amount of dividends to be disbursed to shareholders €38,713,209
- Balance resulting from disbursement: €27,285,517
- The remaining amount of €27,285,517 is to be carried forward to the next year.

It is proposed to set the 2016 net dividend to €0.42 per share.

The dividend will be paid as from 11 April 2017.

It is stated that the distributed amount of €0.42 will be eligible to an allowance of 40% applied to physical people residing in France, as referred in article 158.3-2 of the general code tax

It is also stated that distributed amounts under the three last financial years have amounted to:

Fiscal year ended on	Income eligible or non-eligible for a tax rebate	
	Dividends in €	Other income distributed
Dec. 31, 2015	30,734,476	0
Dec. 31, 2014	19,967,009	0
Dec. 31, 2013	18,412,315	0

Ratification and approval of regulated agreements

The purpose of **4th and 5th resolutions** is to ratify and approve the regulated agreements mentioned in Article L.225-38 and seq. of the French Commercial Code, on the basis of the Statutory Auditors' special reports.

We draw your attention on the fact that shareholders interested in said regulated agreements shall not vote the corresponding resolutions.

Approval of the attendance fees

The purpose of 6th resolution is to approve the overall annual amount of attendance fees allocated to the Board of Directors amounting to €284,400.

Approval of the elements of compensation due or granted for the 2016 financial year to the Chief Executive Officer Manager and the Executive Vice Presidents

The purpose of the **7th, 8th, 9th, 10th resolutions** is to submit to the Shareholders' approval, the elements of compensation due or granted for the 2016 financial year to the Chief Executive Officer and the Executive Vice Presidents, pursuant to Section 26 of the AFEP-MEDEF Code as updated in November 2016.

It is reminded that the social mandates of Mr Volker Niebel, Mr Oscar-Werner Reif and Mr Reinhard Vogt ended 31 December 2016 with their effective resignation.

It is proposed to the Shareholders to approve such element of compensation as mentioned in the Reference Document. (section "Remuneration of the Executive and Non-executive Members of the Board").

Authority for formalities

The purpose of **11th resolution** is to give full authority to the bearer of an original, a copy or an extract of the minutes from the present shareholders' meeting to accomplish each necessary procedures.

We hope that the different proposals made in this report will meet your approval and that you will agree to vote corresponding resolutions.

The Board of Directors
represented by its Chairman
Mr Joachim Kreuzburg