

Resolutions Submitted to the Annual General Shareholders' Meeting on April 4, 2017

First resolution

(Approval of Financial statements for the year ended 31 December 2016 and discharge to all directors)

The Shareholders' meeting, in accordance with the quorum and majority requirements for Annual General Shareholders' Meetings, after having considered the corporate accounts for the year ended 31 December 2016 as well as the report of the Board of Directors and the Report of the statutory auditors concerning these financial statements, approved the financial statements for the year ended 31 December 2016, which disclosed a net profit of €54,324,057 as presented, and the transactions reflected in these financial statements or summarized in these reports.

As a result, the Shareholders' Meeting grants full and unreserved discharge to the Directors for the execution of their management duties for said reporting year.

The Shareholder's Meeting asserts that no overall expenses referred to in article 39, 4° of the general tax code were noted.

Second resolution

(Approval of the consolidated financial statements for the year ended 31 December 2016)

The Shareholder's Meeting, in accordance with the quorum and majority requirements for Annual General Shareholders' Meetings has, after having considered the corporate consolidated accounts for the year ended 31 December 2016 as well as the report of the Board of Directors and the report of statutory auditors concerning these consolidated accounts, approved the consolidated financial statements for the year ended 31 December 2016, which disclosed a net profit of €155,877,067 as presented, and the transactions reflected in these financial statements or summarized in these reports.

Third resolution

(Allocation of net income for the financial year ended 31 December 2016 and determination of the dividend)

The Annual Shareholders' meeting, in accordance with the quorum and majority requirements for Annual General Shareholders' Meetings, has decided to assign as follows, income for the year ended 31 December 2016 totaling €54,324,057.

- 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 forward to the next year.

Each share of the company with a nominal value of €0,20 will entitle its holder to a payment of a net dividend valued at €0.42.

The dividend will be paid as from 11 April 2017.

The distributed amount of €0.42 per share 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 tax code.

It is reminded that the distributed amounts for the three last financial years have amounted to:

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

Fourth resolution

(Ratification of regulated agreements covered by Article L.225-38 and subsequent of the French Commercial Code)

The Shareholder's Meeting, in accordance with the quorum and majority requirements for the approval of the regulated agreements, after having considered the special report of the Statutory Auditors concerning the ratification of the regulated agreements as referred in articles L.225-38 and subsequent of the Commercial Code, ratifies said regulated agreements which are mentioned in such a special report.

Shareholders who are parties to the regulated agreement mentioned in the special report cannot vote this resolution.

Fifth resolution

(Approval of regulated agreements covered by Article L.225-38 and subsequent of the French Commercial Code)

The Shareholder's Meeting, in accordance with the quorum and majority requirements for the approval of the regulated agreements, after having considered the special report of the Statutory Auditors concerning regulated agreements as referred in articles L.225-38 and subsequent of the commercial code, takes notice of the conclusions of said report and approves the regulated commitments which are mentioned in such a special report, taken by Sartorius AG to the benefit of Mr Joachim Kreuzburg, relating to a non-compete clause, an earlier departure severance and a supplementary pension scheme.

Shareholders who are parties to the regulated agreement mentioned in the special report cannot vote this resolution.

Sixth resolution

(Setting of the annual Directors' fees for the members of the Board of Directors)

The Shareholder's Meeting, in accordance with the quorum and majority requirements for Annual General Shareholders' Meetings, has approved the overall annual amount of the attendance fees allocated for the 2016 financial year amounting to €284,400.

Seventh resolution

(Approval of the elements of compensation due or granted for the 2016 financial year to Mr Joachim Kreuzburg, Chief Executive Officer)

The Shareholders' Meeting, complying with Section 26 of the AFEP-MEDEF Code as updated in November 2016, deliberating in accordance with the quorum and majority requirements for Annual General Shareholders' Meetings, after having considered the Board of Directors' Report on the resolutions submitted to the Shareholders' Meeting, approves the elements of compensation due or granted for the financial year ended 31 December 2016 to Mr Joachim Kreuzburg, Chief Executive Officer.

These elements are presented and mentioned in the Reference Document (section "Remuneration of the Executive and Non-executive Members of the Board"). as well as in the Board of Directors' Report on the resolutions submitted to the present Shareholders' Meeting.

Eighth resolution

(Approval of the elements of compensation due or granted for the 2016 financial year to Mr Volker Niebel, Executive Vice President)

The Shareholders' Meeting, complying with Section 26 of the AFEP-MEDEF Code as updated in November 2016, deliberating in accordance with the quorum and majority requirements for Annual General Shareholders' Meetings, after having considered the Board of Directors' Report on the resolutions submitted to the Shareholders' Meeting, approves the elements of compensation due or granted for the financial year ended 31 December 2016 to Mr Volker Niebel, Executive Vice President.

These elements are presented and mentioned in the Reference Document (section "Remuneration of the Executive and Non-executive Members of the Board") as well as in the Board of Directors' Report on the resolutions submitted to the present Shareholders' meeting.

Ninth resolution

(Approval of the elements of compensation due or granted for the 2016 financial year to Mr Oscar-Werner Reif, Executive Vice President)

The Shareholders' Meeting, complying with Section 26 of the AFEP-MEDEF Code as updated in November 2016, deliberating in accordance with the quorum and majority requirements for Annual General Shareholders' Meetings, after having considered the Board of Directors' Report on the resolutions submitted to the Shareholders' Meeting, approves the elements of compensation due or granted for the financial year ended 31 December 2016 to Mr Oscar-Werner Reif, Executive Vice President.

These elements are presented and mentioned in the *Reference Document* (section "Remuneration of the Executive and Non-executive Members of the Board") as well as in the Board of Directors' Report on the resolutions submitted to the present Shareholders' meeting.

Tenth resolution

(Approval of the elements of compensation due or granted for the 2016 financial year to Mr Reinhard Vogt, Executive Vice President)

The Shareholders' Meeting, complying with Section 26 of the AFEP-MEDEF Code as updated in November 2016, deliberating in accordance with the quorum and majority requirements for Annual General Shareholders' Meetings, after having considered the Board of Directors' Report on the resolutions submitted to the Shareholders' Meeting, approves the elements of compensation due or granted for the financial year ended 31 December 2016 to Mr Reinhard Vogt, Executive Vice President.

These elements are presented and mentioned in the *Reference Document* (section "Remuneration of the Executive and Non-executive Members of the Board") as well as in the Board of Directors' Report on the resolutions submitted to the present Shareholders' meeting.

Eleventh resolution

(Proxy to carry out formalities)

The Shareholders' Meeting gives full authority to the bearer of an original, a copy or an extract of the minutes from the present Annual Shareholders' Meeting to accomplish each necessary procedure.