

Supplementary Information

06

Other Information of a Legal Nature

General Information on the Issuer

Corporate Name

The corporate name of the company is: "Sartorius Stedim Biotech".

In all legal deeds and documents issued by the company, this is always preceded or followed by the words "société anonyme" or the abbreviation "S.A." and a statement of the share capital (Company bylaws, Heading 1, Article 1).

Registered Office

The registered office is in Aubagne (13400), France, Z.I. Les Paluds, avenue de Jouques.
Phone number: +33 (0)4 42 84 56 00.

This office may be transferred to another location in the same "département" [French county or state] or an adjacent county or state by simple decision of the Board of Directors subject to ratification by the next Annual General Shareholders' Meeting and anywhere else in France by a decision taken by an Extraordinary General Shareholders' Meeting.

If the Board of Directors decides to transfer the registered office, it is authorized to revise the bylaws as a result (Company bylaws, Heading 1, Article 2).

Legal Form and Applicable Law

The company is a public limited liability company or joint stock company [société anonyme], subject to the French legislation particularly to the French Commercial Code.

Date of Incorporation – Duration

The company was incorporated on September 28, 1978, as a "société anonyme." The company's duration is for 99 years, effective upon registration in the French trade and commercial register ("registre du commerce et des sociétés"), unless subject to dissolution or extension provided by the present company bylaws (Heading 1, Article 3).

Corporate Purpose

In France and abroad, the company's purpose is:

- to purchase, develop, administrate and manage a portfolio of equity security, securities, voting rights and other social rights in all companies regardless of their activity and this, by all means including by way of setting up of new companies, contribution in kind of any types of social rights, subscription rights, mergers, purchases of other social rights or incorporation of companies;
- to manage, conduct and coordinate the activities of its subsidiaries and affiliates; when applicable, to provide to said companies all services of an administrative, financial, accounting and legal nature and any opinion and advise or to order any studies or researches that are necessary for their development or growth;
- and more generally, all financial, commercial, industrial, personal and real property operations linked, directly or indirectly, to the above-mentioned corporate purpose or to all other complementary, related or similar purposes, which may promote the development or accomplishment thereof (Company bylaws, Heading 1, Article 4).

Trade and Commercial Register – APE Code

The company is registered with the "registre du commerce et des sociétés" de Marseille, under the number RCS B 314 093 352. Its economic activity code (APE) is 6420Z (Holding company activity).

Inspection of Legal Documents at the Registered Office of the Company

The reference document may be viewed at the registered office of the company, on its website and on the website of the AMF. During the validity of the present Reference Document, the bylaws, the Statutory Auditors' reports and the financial statements of the last three fiscal years, although with reports, mails and other documents, historical financial information of the company and its subsidiaries of the last three fiscal year, evaluation and declarations made by an expert, when these documents are statutory and any other statutory document, can be found at the registered office.

Financial Year

The financial year, also referred to as fiscal year, covers a period of twelve months, beginning on January 1 and ending on December 31 of each year (Company bylaws, Heading 1, Article 6).

Share capital

As of 31 December 2018, the share capital of the Company amounts to €18,436,038, divided in 92,180,190 shares of €0.20 fully paid; 74.3% of which are held by Sartorius AG.

Specific Clauses in the Company Bylaws

Form of Shares

Shares may be in nominative or bearer form according to the shareholder's choice. These shares are entitled to be recorded in an account in accordance with French law (Company bylaws, Heading 1, excerpt of Article 1).

Appropriation of Profits

The income statement that summarizes the income and expenses of the reporting year discloses by difference, after deduction of amortization, depreciation and provisions, the profit for said reporting year. At least 5% must be deducted from the annual profit reduced, where appropriate, by prior losses, to set up the legal reserve. This deduction ceases to be obligatory when the legal reserve amounts to one tenth of the share capital. This obligatory deduction resumes when, for whatever reason, the legal reserve falls below this one tenth. The distributable profit comprises the profit for the reporting year less prior losses and amounts transferred to reserves, pursuant to French laws and the company bylaws, and increased by profit brought forward. This profit is distributed among all shareholders in proportion to the number of shares each one holds. The Annual General Shareholders' Meeting may decide to distribute amounts taken from reserves available to it by expressly indicating the reserve from which the transfers are made. However, dividends are disbursed by way of priority from the annual profit for the reporting year. Except for a reduction in capital, no distribution may be made to shareholders when the equity falls below, or would consequently fall below, the amount of the capital together with the reserves that French laws or the

company bylaws do not permit to distribute. Revaluation surplus is not distributable. It may be incorporated in full or part into the company's capital. However, after transferring the amounts to the reserves, pursuant to French law, the Annual General Shareholders' Meeting may transfer any amount it considers necessary to all available reserves, ordinary or extraordinary reserves, or carry it forward.

Shareholders' Meetings

Convening

Annual (or Ordinary) General Shareholders' Meetings are those convened to take all decisions that do not result in a revision of the bylaws. Extraordinary General Shareholders' Meetings are those called to decide or authorize direct or indirect revisions to the bylaws. Special Meetings bring together the holders of a specific class of share to consider revisions to the rights of this class of share. Decisions made at the General Meetings are binding for all shareholders, even those who are absent, dissenting or legally incapable or incapacitated (Company bylaws, Heading 3, Article 13). General Meetings are convened by the Board of Directors or, by default, the independent auditors or a person thus empowered. General Meetings are held at the registered office or any other place stated in the notice of convocation (Company bylaws, Heading 3, excerpt of Article 14). The forms and timescale of the notice of convocation are governed by French laws.

Agenda

The notices and letters of call shall indicate the indications required by the law, particularly the agenda, the company electronic address where written questions of Shareholders may be sent and, eventually the mention of the obligation to collect the opinion or the prior approval of the mass of securities Shareholders giving access to the share capital.

The meeting may only deliberate on the matters placed on the agenda. It may, however, remove one or more directors at any time.

One or more shareholders representing the percentage of share capital required by law may, under the conditions and time limits set forth by law, require the inclusion on the agenda of draft resolutions.

In accordance to the Articles R 225-71 to R 225-74 of the Commercial Code, requests made by the Shareholders to register draft resolutions on the agenda and written questions are sent to the Headquarters by

registered letter with recorded delivery beginning on the publication of the Meeting announcement and until 25 days before the General Meeting, or in a delay of 20 days beginning on the publication of the Meeting announcement, when this one is published more than 45 days before the General Meeting (date of reception of the request by the company will be taken into account).

The request of a new item on the agenda must be motivated. The request to register draft resolutions is provided with the text of draft resolutions, which may have a short explanation of reasons. These requests are subject to justification of possession or representation of required Share capital, in accordance to regulatory rules (Company bylaws, Heading 3, Article 14, excerpt of point 2).

If the meeting has been unable to make a valid decision due to a lack of the required quorum, the second meeting and, where appropriate, the second meeting adjourned are called at least ten days in advance in the same form as the first meeting (Company bylaws, Heading 3, Article 14, excerpt of point 1).

Admission to Meetings – Powers

Every shareholder has the right to attend General Meetings and to participate in the discussions, in person or by proxy, regardless of the number of shares held, on simple proof of identity and the ownership of shares. The right to participate in a General Meeting is subject to the condition that the shares must be recorded, in the name of the shareholder or the shareholder's appointed broker, either in the nominative share accounts held by the company or in the bearer share accounts held by the authorized broker, by zero hours, Paris time, on the second working day prior to the meeting. The recording or registration of the shares in the bearer share accounts held by the authorized broker must be confirmed by a share certificate provided by the broker. This share certificate must be attached to the postal voting form, the proxy form or the application for an admission pass, issued in the name of the shareholder or on behalf of the shareholder represented by the appointed broker. A certificate must also be supplied to shareholders who wish to attend the General Meeting in person but who have not received an admission pass by zero hours, Paris time, on the second working day prior to the meeting.

A Shareholder may be represented by another Shareholder, his or her spouse or by the partner with who he or she signed a Civil Partnership. Furthermore, he or she may be represented by any other moral or

physical person of his choice in accordance to the Articles L. 225-106 to -106-3 of the Commercial Code; in that aim, the representative must present valid proof of proxy.

The legal representatives of shareholders who are legally incapable or incapacitated and individuals representing corporate shareholders take part in meetings, whether or not they are shareholders (Company bylaws, Heading 3, Article 14, point 3).

All Shareholders may also have a postal voting, using a registration form and sent to the company according to the law and regulations; to be acceptable this registration must be received by the company three days before the date of the Meeting.

In case of remote voting using an electronic vote, or a proxy vote given by electronic signature, this vote is made according to the conditions of the current regulations (Company bylaws, Heading 3, Article 14, point 4).

All legal documents relative to legal information for shareholders are made available to them at the registered office of the company.

Board of Directors

(Company bylaws, Heading 3, Point 3, Articles 6 to 9.)

1. Subject to legal exemptions, the Company is directed by a Board of Directors composed of a minimum of three members and a maximum of eighteen.

The composition of the Board of Directors is made with a balance number of men and women.

2. During the duration of the company's existence, directors shall be appointed or renewed in office by the ordinary general meeting. However, in case of merger, directors may be appointed by the extraordinary general meeting deciding on the transaction.

3. Each director must, during his entire term of office, own at least one share.

4. Directors have a term of office of three years.

Directors' duties shall cease at the end of the ordinary general meeting deciding on the accounts of the financial year elapsed, held in the year when the term of office of the director concerned expires.

Directors may be renewed in office. They may be removed from office at any time by the ordinary general meeting.

5. No person may be appointed director if, having reached the age of 75, his appointment would result in more than one third of the members of the board of directors exceeding that age. If that proportion is exceeded, the oldest director shall automatically be deemed to have resigned at the end of the ordinary general meeting approving the accounts of the financial year when exceeded.

6. Directors may be individuals or legal entities. Directors who are legal entities are required, upon their appointment, to appoint a permanent representative who is subject to the same conditions and obligations and who incurs the same liability as though personally a director, without prejudice to the several liability of the legal entity represented.

When the legal entity who is a director terminates the mandate given to its permanent representative, it shall promptly notify the Company, by registered letter, of its decision as well as the identity of its new permanent representative. The same applies in the event of death or resignation of the permanent representative.

7. If one or more directors' seats become vacant between two general meetings due to death or resignation, the board of directors may proceed to make appointments on an interim basis so as to fill the seats on the Board. These appointments must be made within three months of the vacancy, when the number of directors has fallen below the minimum under the articles of association but without falling below the statutory minimum.

Interim appointments made in this manner by the Board are subject to ratification by the next ordinary general meeting. Failing ratification, the decisions taken or the acts accomplished shall nonetheless remain valid.

When the number of directors falls below the statutory minimum, the directors remaining in office are required to immediately call an ordinary meeting so as to fill the vacant seats on the Board.

A director appointed in replacement of another shall only remain in office for the remaining term of office of his predecessor.

8. Directors who are individuals cannot concomitantly hold more than three seats on the board of directors or supervisory boards of sociétés anonymes having their registered office in metropolitan France, subject to the exceptions provided by law.

9. A Company employee may not be appointed a director unless his employment agreement corresponds to effective employment. He shall not lose the benefit of his employment agreement. The number of directors bound to the Company by an employment agreement may not exceed one third of the directors in office.

Organization and management of the Board of Directors

1. The Board of Directors elects a Chairman from among its members who are individuals and determines his remuneration. It sets the duration of the Chairman's term of office, which may not exceed his office as director.

2. No person may be appointed Chairman of the Board of Directors if over the age of 75. If the Chairman in office exceeds that age, he shall be deemed to have automatically resigned.

3. The Chairman represents the Board of Directors. He organizes and directs its work, and reports on it to the general meeting. He ensures the proper operation of the Company's decision-making bodies and ensures, in particular, that the directors are themselves in a position to fulfill their duties.

4. In case of absence or impediment affecting the Chairman, the Board of Directors appoints an acting Chairman of the meeting.

5. The Board of Directors appoints a secretary who may be chosen, either from among the directors or outside them. The secretary shall be replaced by simple decision of the Board.

Meetings and decisions of the Board

1. The Board of Directors meets, upon the call of its Chairman, as often as required by the interest of the Company. However, directors representing at least one third of the members of the Board of Directors may, by precisely indicating the meeting's agenda, call a Board if it has not met within the last two months.

The CEO, if not chairing the Board of Directors, may request the Chairman to call a Board meeting with a specified agenda.

2. The meeting shall take place at the registered office or in any other location indicated in the notice of call. The call to meeting, indicating the agenda, should be sent at least 7 days beforehand by letter, telegram, telex or fax. The call may be verbal and the meeting may be held immediately if all of the directors are in agreement.

3. For the Board of Directors to validly deliberate, at least one half of the directors are required to be present or represented.

The Board's decisions are taken at a majority of the members present or represented.

The acting Chairman has a casting vote.

4. An attendance sheet shall be held and signed by directors participating in the Board meeting.

5. The internal regulations established by the Board of Directors may provide that directors participating in a Board meeting by videoconference in accordance with the applicable regulations are deemed present for the purposes of calculating quorum and majority.

This provision shall not apply for the adoption of the following decisions:

- appointment, remuneration, removal of the Chairman, CEO and Executive Vice Presidents;
- closing of annual accounts, consolidated accounts and preparation of management report and report on the management of the group.

6. The Board of Directors' deliberations are recorded in minutes held in accordance with the applicable laws. The minutes are signed by the acting Chairman and by one or two directors.

Copies or excerpts of the minutes of the Board of Directors' deliberations shall be validly certified by the Chairman or by the CEO.

Powers of the Board of Directors

1. The Board of Directors determines the Company's business guidelines and ensures that they are implemented. Subject to the powers expressly granted by law to shareholders' meetings and within the limit of its corporate objects, it deals with any matter relating to the proper running of the Company and by its deliberations governs the affairs of the company.

In its dealings with third parties, the Company is bound even by acts of the Board of Directors that are outside its corporate purpose, unless it can prove that the third party knew that that act was ultra vires or could not reasonably have been unaware thereof in view of the circumstances, it being specified that mere publication of the articles of association does not suffice to establish proof thereof.

2. The Board of Directors shall carry out any controls and verifications it deems appropriate.

Each director shall receive the information necessary to the performance of his duties and may obtain all documents he considers useful from the General Management.

3. The Board of Directors may give all delegations of authority to the representatives of its choice within the limit of its authority under the law and under these articles of association.

The Board may decide on the creation of review committees in charge of studying the issues that the Board or its Chairman submits to it.

General Management
(Company bylaws, Heading 3, Article 10)

Mode of operation

In accordance with Article L. 225-51-1 of the Commercial Code, the Company's General Management is ensured, under his responsibility, either by the Chairman of the Board of Directors or by any other individual appointed by the Board of Directors with the title of CEO.

The choice between these two modes of operation of General Management is made by the Board of Directors. The Board's decision concerning the choice of mode of operation of General Management is taken by majority vote of the directors present or represented. Shareholders and third parties are informed of the choice made by the Board of Directors under the conditions set forth by the applicable regulations.

The Board of Directors may modify the option chosen at any time.

A change in the mode of operation of General Management shall not entail any modification of the articles of association.

Depending on the mode of exercise chosen by the Board of Directors, the Chairman or a CEO shall ensure, under his responsibility, the General Management of the Company.

The CEO is appointed by the Board of Directors, which sets the duration of his term of office, determines his remuneration and, as applicable, the restrictions on his powers.

For the performance of his duties, the CEO must be under the age of 75. When this age limit is exceeded during the course of his term of office, the CEO shall be deemed to have automatically resigned and a new CEO shall be appointed.

The CEO may be removed from office at any time by the Board of Directors. Removal of a CEO who is not also the chairman may give rise to damages if decided without valid cause.

Powers of the CEO

The CEO is vested with the broadest powers to act in all circumstances in the name of the Company. The CEO shall exercise these powers within the limit of the corporate objects, and subject to the powers expressly granted by law to shareholders' meetings and to the Board of Directors.

The CEO represents the Company in its dealings with third parties. The Company is bound even by those acts of the CEO that are outside its corporate objects, unless it can prove that the third party knew that that act was ultra vires or could not reasonably have been unaware thereof in view of the circumstances, it being specified that mere publication of the articles of association does not suffice to establish proof thereof.

Executive Vice Presidents

Upon the motion of the CEO, whether this position is filled by the Chairman of the Board of Directors or by another person, the Board of Directors may name one or more individuals with responsibility for assisting the CEO with the title of Executive Vice Presidents.

The maximum number of Executive Vice Presidents may not exceed five.

In agreement with the CEO, the Board of Directors shall determine the scope and the extent of the powers granted to the Executive Vice Presidents and set their remuneration.

As regards third parties, the Executive Vice Presidents or the Executive Vice Presidents have the same powers as the CEO.

Upon the cessation of his duties or in case of impediment affecting the CEO, the Executive Vice Presidents shall retain, unless otherwise decided by the Board of Directors, their office and authority until the appointment of a new CEO.

The CEO may be removed from office at any time by the Board of Directors. Removal of a CEO who is not

also the chairman may give rise to damages if decided without valid cause.

Conditions for the Exercise of Voting Rights – Majority Quorum (Company bylaws, Heading 3, Article 15)

At Annual and Extraordinary General Meetings, the quorum is calculated on the basis of the shares comprising the share capital and, in Special Meetings, on the basis of all the shares of the class concerned, net of shares not entitled to voting rights by virtue of the law.

In the event of postal voting, only the forms received by the company prior to the meeting will be considered when calculating the quorum, under the conditions and timeframe set by the decree.

The right to vote conferred to shares is proportional to the capital they represent. With an equal par value, every share in capital or income right carries the right to one vote.

In the event that the shares are pledged, the voting right is exercised by the holder of the securities. The issuing company may not validly vote with shares subscribed, acquired or taken in pledge by it; these shares are not taken into account to calculate the quorum.

The voting takes place and the votes are cast by show of hands, or by those sitting and standing, or by roll call, as decided by the officers of the meeting.

Further Information on Voting Rights

There is no limit in the bylaws on voting rights.

A double voting right is conferred to the holders of registered shares that are fully paid up and that have been registered in the name of the same holder for at least four years.

In the event of conversion to bearer form, the converted share immediately forfeits its double voting right. In the event of a capital increase by incorporation of reserves, profits or share premium, this double voting right applies to new shares issued and allocated free of charge to a shareholder on the basis of existing shares that already carry this right (Heading 2, Article 3, of the company bylaws). This revision to the bylaws was unanimously passed by the General Shareholders' Meeting in an extra-ordinary session on August 24, 1994. It may be cancelled by a General Shareholders' Meeting convened in an

extraordinary session and after ratification by a Special Meeting of the beneficiary shareholders.

As of December 31, 2018, there were 68,844,424 shares with a double voting right out of a total of 92,180,190 shares. Thus, the total voting rights are 161,024,614.

The Annual General Shareholders' Meeting is held at least once a year, within six months of the year end, to consider the financial statements of that year, subject to an extension of this timeframe by a legal decision. The Annual General Shareholders' Meeting may only validly deliberate, upon the first convocation, if the shareholders present – represented or voting by post – hold at least one quarter of the shares with a right to vote. No quorum is required upon the second convocation. The meeting decides on the basis of the majority of votes held by shareholders present or represented, including shareholders voting by post (Company bylaws, Heading 3, Article 16).

Shareholders' agreement

None

Crossing Legal Thresholds

Any shareholder whose shareholdings cross the legal thresholds defined by French law, either upwards or downwards, must declare said crossing by notification of the Autorité des Marchés Financiers, pursuant to the law in force. The bylaws of the company do not provide for any additional threshold declarations.

Identification of Shareholders

Within the legal and regulatory framework, the company is authorized to seek the identity of bearer shareholders.

Payment of Dividends

The Annual General Shareholders' Meeting has the power to give every shareholder, for all or part of a dividend payable, the option of receiving this dividend in shares, as provided by French law, or in cash.

The terms of the payment of the dividend in cash are set by the General Meeting or, by default, the Board of Directors. Cash dividends must be paid within a maximum of nine months after the end of the reporting year, unless this timeframe is extended by legal authorization. However, this profit may be distributed as an interim dividend prior to the approval of the annual financial statements when a balance sheet prepared during or at the end of a financial year and certified by the independent auditors discloses that the company has realized a profit since the close of the previous financial year, after recognition of the necessary amortization, depreciation and provisions, as well as after deduction, where relevant, of prior losses and amounts to be transferred to the reserves, as required by French laws or the company bylaws. These interim dividends may not exceed the profit thus defined. No reimbursement of dividends may be required from shareholders unless the distribution was made in violation of legal provisions and the company determines that the beneficiaries were aware of the illegality of this distribution at the time it occurred or could not ignore this nature of the dividends. Where this occurs, the shares in reimbursement are time-barred three years after the payment of these dividends. Dividends not collected within five years of their payment are time-barred (Company bylaws, Heading 3, Article 22).

Financial score

None

Other Information on the Assets, Financial Position and Results for the Group

Major Contracts

Several service agreements were entered into between entities of the divisions of the Sartorius Group and Sartorius Stedim Biotech Group, in order to enable the entities from both divisions to benefit from certain general administrative services under the same terms.

Among these service agreements, the service agreement with the highest volume and importance is in place between Sartorius Stedim Biotech GmbH and Sartorius Corporate Administration GmbH, a 100% subsidiary of Sartorius AG. Sartorius Corporate Administration GmbH provides general administrative services to Sartorius Stedim Biotech and the other entities of the Sartorius Group. Such services include, among others, accounting, treasury management, payroll accounting for human resources, IT systems and legal services. Sartorius Corporate Administration GmbH invoices its services on the basis of the internal and external costs incurred plus a margin of 3%. The services invoiced by Sartorius Corporate Administration GmbH to Sartorius Stedim Biotech GmbH in 2018 totalled million €53.8 against million €40.1 in 2017.

Apart from the above-mentioned service agreements, there are no other contracts with material obligations or commitments that have been concluded outside the ordinary course of the company's business or to which a member of the Sartorius Stedim Biotech Group is a party.

The strategy of the Sales and Marketing organization within the Sartorius Stedim Biotech Group towards customers is to create valuable long-term relationships. Therefore, for example, key account management endeavors to conclude long-term framework contracts with customers. As a total solution provider, Sartorius Stedim Biotech strives to use such contracts to cover the entire product portfolio of Sartorius Stedim Biotech that fits into the validated processes of the customer.

Registered Trademarks and Trademark Applications

Name	EU	Germany	France	International registration in the countries designated	USA	Australia	Brazil	Mexico	UK	Canada
SARTORIUS STEDIM BIOTECH	13/08/2007 No. 006228019 13/08/2027			16/11/2007 No. 962279 16/11/2027 + AU CH KR RU SG TR VN	17/08/2007 No. 3709002 10/11/2019		14/01/2008 9 Trademarks 3 Trademark Applications			09/11/2007 No. TM844101 21/02/2028
BIOSTAT	23/10/2014 No. 013398722 23/10/2024	04/10/1968 No. 873661 31/10/2028		26/06/1985 No. 494574 26/06/2025 + AT BX CH DE ES FR IT PT	22/07/1988 No. 1572999 26/12/2019		16/12/2014 4 Trademark Applications		16/07/1988 No. 1246230 16/07/2026	
HYDOSART	12/11/2001 No. 002458461 12/11/2021	07/04/1983 No. 1065357 07/04/2023			10/12/2001 No. 2677224 21/01/2023					28/11/2001 No. 609610 06/05/2019
MAXICAPS	04/10/1999 No. 001330885 04/10/2019				15/11/1999 No. 2450203 08/05/2021					
MIDICAPS	15/02/2005 No. 004289724 15/02/2025				16/02/2005 No. 3195052 02/01/2027					
MINISART		09/08/1978 No. 980370 09/08/2028	26/10/1988 No. 1495753 26/10/2028		07/02/1979 No. 1144895 30/12/2020				18/01/1979 No. 1107904 09/08/2019 18/01/1979 No. 1107903 18/01/2020	
SARTOCHECK		13/06/1979 No. 987883 13/06/2019	17/10/1989 No. 1555685 17/10/2019		05/12/1979 No. 1200237 06/07/2022		18/11/2014 No. 908615248 30/05/2027		20/12/1986 No. 1125952 20/12/2020	
SARTOCON		06/06/1979 No. 988000 06/06/2019	17/10/1989 No. 1555684 17/10/2019		15/06/1982 No. 1197792 15/06/2022				20/12/1986 No. 1125951 20/12/2020	
VIOSART	02/11/2004 No. 004103701 02/11/2024	28/07/2004 No. 30443764 31/07/2024			08/02/2016 No. 86900738 24/01/2027					
SARTOFLOW		03/06/1983 No. 1057870 30/06/2023		06/03/1985 No. 494396 06/03/2025 + AT BX CH DE DZ EG ES FR HU IT KP LI MA MC PT RO RS RU SD VN	08/08/2007 No. 3689721 09/29/2019				25/10/1984 No. 1228900 25/10/2025	
SARTOPORE	10/01/2000 No. 001454461 10/01/2020				15/02/2000 No. 2429825 20/02/2021		18/11/2014 2 Trademark Applications			
FLEXBOY	31/08/2005 No. 004614038 31/08/2025		19/04/1993 No. 93465632 19/04/2023	24/01/1995 No. 630378 24/01/2025 + CH CN GB KR SE SG 27/02/2006 No. 879252 27/02/2026 + JP	31/08/1993 No. 2041550 04/03/2027	31/01/1995 No. 651778 31/01/2025		03/09/2003 No. 810249 03/09/2023	31/01/1995 No. 2009384 31/01/2025	
FLEXEL	20/02/1998 No. 000753202 20/02/2028		02/09/1997 No. 97693975 02/09/2027		27/02/1998 No. 2414947 26/12/2020			03/09/2003 No. 810250 03/09/2023		
PALLETANK	01/07/1998 No. 000865865 01/07/2028			11/07/2016 No. 1314189 11/07/2026 + CH IN US						
RAFT	31/08/2005 No. 004614046 31/08/2025									
EVAM	15/10/1999 No. 001344266 15/10/2019									
NUTRIKIT			05/06/1989 No. 1535354 05/06/2019							
NUTRIPOCHE			05/06/1989 No. 1535352 05/06/2019							
BIOSAFE			01/02/1995 No. 95556118 01/02/2025	22/02/2001 No. 758706 22/02/2021 + DE DK GB CH						
FLEXACT	07/05/2009 No. 008285173 07/05/2019			16/10/2009 No. 1028463 16/10/2019 + AU CN JP KR US TR MX SG			06/11/2009 4 Trademarks			26/10/2009 No. 793270 18/11/2026
FLEXSAFE	22/04/2014 No. 012807996 22/04/2024			22/10/2014 No. 1226740 22/10/2024 + CN IN JP KR MX SG TR US			21/10/2014 No. 9084706060 25/04/2027			

Apart from the trademarks mentioned above, the Sartorius Stedim Biotech Group is the owner | applicant of 335 different trademarks in various countries [the dates are indicated as day/month/year].

Registered Trademarks and Trademark Applications

Name	Japan	Denmark	Finland	Ireland	Malaysia	Norway	Sweden	China	Argentina	India	Taiwan
SARTORIUS STEDIM BIOTECH	08/11/2007 No. 5170560 03/10/2028				28/11/2007 12 Trademarks			14/01/2008 13 Trademarks		19/11/2007 13 Trademarks	18/01/2008 13 Trademarks
BIOSTAT	22/02/1988 No. 2021770 22/02/2028 27/08/1986 No. 1880889 27/08/2026	28/06/1985 No. 233586 29/08/2026	05/01/1988 No. 100350 05/01/2028	01/07/1985 No. 116688 30/06/2026	11/07/1985 No. 8502982 11/07/2022	27/05/1987 No. 128877 27/05/2027	31/03/1988 No. 209760 31/03/2028	26/04/2012 No. 10830519 14/03/2025	17/12/2014 3 Trademarks 1 Trademark Applications	04/05/2012 No. 2326343 04/05/2022	
HYDROSART	21/11/2001 No. 4663672 18/04/2023										
MAXICAPS	15/10/1999 No. 4535058 11/01/2022										
MIDICAPS	25/02/2005 No. 4906540 04/11/2025										
MINISART	09/02/1979 No. 1583197 26/04/2023										
SARTOCHECK	29/09/1983 No. 1618759 29/09/2023								14/11/2014 No. 3367508 16/10/2025		
SARTOCON											
VIOSART	28/01/2005 No. 5040228 13/04/2027							24/11/2004 No. 4379959 21/06/2028			
SARTOFLOW											
SARTOPORE	02/02/2000 No. 4495393 03/08/2021								12/11/2014 2 Trademarks		
FLEXBOY											
FLEXEL	02/03/1998 No. 4470133 27/04/2021										
PALLETANK	28/02/2006 No. 5005301 24/11/2026										
RAFT											
EVAM											
NUTRIKIT											
NUTRIPOCHE											
BIOSAFE										10/08/2016 1 Trademark Application	
FLEXACT									12/11/2014 4 Trademarks	30/10/2009 4 Trademarks	
FLEXSAFE									21/10/2014 No. 2857836 12/12/2026		

Apart from the trademarks mentioned above, the Sartorius Stedim Biotech Group is the owner | applicant of 321 different trademarks in various countries [the dates are indicated as day/month/year].

Special Report of the Statutory Auditors on Related Party Agreements and Commitments

This is a translation into English of the statutory auditors' Special report on related party agreements and commitments of the Company issued in French and it is provided solely for the convenience of English speaking users.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Special report of the Statutory Auditors on related party agreements and commitments

For the year ended 31 December 2018

To the Shareholders of SARTORIUS STEDIM BIOTECH S.A.,

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements and commitments indicated to us, or that we may have identified in the performance of our engagement. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements and commitments. It is your responsibility, in accordance with article R. 225-31 of the French Commercial Code ('Code de Commerce'), to evaluate the benefits resulting from these agreements and commitments prior to their approval.

In addition, we are required, where applicable, to inform you in accordance with article R. 225-31 of the French Commercial Code concerning the implementation, during the year, of the agreements and commitments already approved by the General meeting of shareholders.

We performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body ('Compagnie nationale des commissaires aux comptes') relating to this type of engagement. These procedures consisted in verifying that the information provided to us is consistent with the documentation from which it has been extracted.

Agreements and commitments submitted for approval by the general meeting of shareholders

Agreements and commitments authorized during the previous accounting period

We hereby inform you that we have not been advised of any agreements or commitments authorized and concluded during the previous accounting period to be submitted to the General meeting of shareholders for their approval in accordance with article L. 225-38 of the French Commercial Code.

Agreements and commitments from prior years not approved by the General meeting of the shareholders

We hereby inform you that the following agreements and commitments, authorized during the year ended 31 December 2017, which were mentioned in our special report on related party agreements and commitments for the year ended 31 December 2017 and which were not approved by the General meeting of shareholders approving the financial statements for the year ended 31 December 2017.

- General Assistance and Administrative Services Agreement
 - With the company, Sartorius AG (SAG) 74.3% shareholder of the company Sartorius Stedim Biotech S.A. (SSB S.A.)
 - Person concerned: Mr Joachim Kreuzburg (Chairman and Chief Executive Officer of SSB SA and Chief Executive Officer of the Executive Committee of SAG).
 - Nature and purpose: general assistance and administrative services agreement signed on 16 February 2017 with retrospective effect commencing 1 January 2015 for an indefinite duration. This agreement covers the recharging by SAG to SSB S.A. of a part of the remuneration of Mr Joachim Kreuzburg in respect of the services he performs and provides within the company.

- Details: the recharge of the said services of the person concerned is calculated using an allocation based on work performed and time spent by the executive for the benefit of SSB S.A.

The amounts invoiced (excluding tax) by SAG to SSB S.A. for the years ended 31 December 2017 and 2018 are detailed below:

- Year end 2018 : € 674 216

- Year end 2017 : € 759 996

- Regulated commitments concerning Mr Joachim Kreuzburg

- With the company Sartorius AG (SAG 74.3% shareholder of Sartorius Stedim Biotech S.A. (SSB S.A.)).

- Person concerned: Mr Joachim Kreuzburg (Chairman and Chief Executive Officer of SSB S.A. and Chief Executive Officer of the Executive Committee of SAG)

- Nature and purpose: commitments relating to early departure indemnities, a non-competition clause and supplementary retirement commitments were taken out by SAG for the benefit of Mr Joachim Kreuzburg

- Details: the details of these commitments are as follows:

Early departure indemnity cap

In the event of an early departure, at the initiative of the company, of Mr Joachim Kreuzburg from his executive function on the Executive Committee of SAG, the amount of the departure indemnity that falls due will be limited to a maximum amount corresponding to two years of remuneration.

Non-competition clause

For two years following the complete termination of his functions within the group SAG, Mr Joachim Kreuzburg will be obliged to comply with a non-competition clause compensated by an indemnity equal to one half of his last annual remuneration, if not waived or terminated.

Supplementary retirement commitments

Mr Joachim Kreuzburg benefits from a supplementary retirement scheme in compliance with German law requirements.

In accordance with the Sartorius group overall remuneration policy, these commitments will be recharged to Sartorius Stedim Biotech S.A. upon their occurrence for 20% of their amount.

Agreements and commitments already approved by the general meeting of shareholders

Agreements and commitments approved in previous financial years, which continued during the past year

We hereby inform you that we have not been advised of any agreements or commitments already approved by the General meeting of shareholders and continued during the previous financial year.

Marseille, 8 February 2019

The Statutory Auditors

French original signed by
KPMG Audit
A division of KPMG S.A.

John Evans

Deloitte & Associés

Vincent Gros

Resolutions Submitted to the Annual Combined Shareholders' Meeting on March 26, 2019

Dear Sir/Madam Shareholder,

We have summoned you in a combined Annual General Shareholders' Meeting in order to submit for your approval the eighteen 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 2018 financial year.

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

First resolution

(Approval of financial statements for the year ended 31 december 2018 and discharge to all Directors)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having considered the annual financial statements for the year ended 31 December 2018, 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 2018, which disclosed a net profit of €49 521 306 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 2018)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings has, after having considered the corporate consolidated accounts for

the year ended 31 December 2018, 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 2018, which disclosed a net profit of 209 959 400 as presented, and the transactions reflected in these financial statements or summarized in these reports.

Third resolution

(Assignment of the financial result for the financial year ended 31 December 2018)

The Annual Shareholders' meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, has decided to assign as follows, the income for the year ended 31 December 2018:

- Income of the year : €49 521 306
- Year-earlier profit carried forward: €34 345 883
- Distributable profit: €83 867 189
- Total amount of dividends to be disbursed to shareholders(*): €52 540 761
- Balance resulting from disbursement: €31 326 428

(*) The amount of dividends was calculated on the basis of the total number of shares as of December 31, 2018 (92,180,190 shares).

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 €0,57.

The dividend will be paid as from 2 April 2019.

The Shareholders' Meeting notes that for individual shareholders domiciled for tax purposes in France, dividends received are subject, pursuant to Article 200 A, 1 A 1° of the French General Tax Code, to a single flat-rate withholding tax of 12.8%, at the shareholder's option, such income may be taxed at the progressive income tax rate. In the latter case, dividends are eligible for the 40% allowance referred to in Articles 158 3 2° and 243 bis of the French General Tax Code. In both cases, when dividends are

paid, they are subject to a non-taxable withholding tax at the rate of 12.8% as an advance payment of income tax, which is deducted from the final tax due.

However, in accordance with the third paragraph of Article 117 quater of the French General Tax Code, individuals belonging to a tax household whose reference tax income is less than 50,000 euros for single, divorced or widowed taxpayers or €75,000 for taxpayers subject to joint taxation, may request exemption from this 12.8% withholding tax under the conditions provided for in Article 242 quater of the French General Tax Code.

In addition, for individual shareholders domiciled in France for tax purposes, social security contributions are applied in all cases to dividends paid of 17.2%.

The Shareholders' meeting acknowledges, pursuant to Article 243bis of the French general tax code, that the dividends paid for the last three financial years are the following:

Exercise	Dividend ¹⁾	Amount eligible for the 40% abatement	Amount not eligible for the 40% abatement	Dividend per shares ¹⁾
2017	42,402,887	42,402,887	0	0.46 €
2016	38,713,209	38,713,209	0	0.42 €
2015	30,734,476	30,734,476	0	2.00 €

¹⁾ Prior deduction of social contribution on the dividend paid to physical person.

Fourth 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 applicable to Ordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors concerning regulated agreements as referred in articles L.225-38 and subsequent of the French Commercial Code, approves the conclusion of said reports and approves the regulated agreements which are mentioned in said special report.

The Shareholders' Meeting takes note, pursuant to the provisions of the Article L. 225-40 of the French commercial code, that the Shareholders who are parties to the regulated agreements mentioned in the special report cannot vote this resolution.

Fifth resolution

(Approval of regulated commitments covered by Article L.225-42-1 of the French Commercial Code related to Mr; Joachim Kreuzburg, Chief Executive Officer)

The Shareholder's Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors concerning regulated commitments as referred in articles L.225-42-1 of the French 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-competition clause, an earlier departure severance and a supplementary pension scheme.

Shareholders who are parties to the regulated commitments 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 applicable to Ordinary Shareholders' Meetings, after having considered the Board of Directors' report, approves the overall annual amount of the attendance fees allocated for the 2018 financial year and the followings years to come, until the Shareholders' Meeting decides otherwise, amounting to €268,800.

The Shareholders' Meeting grants full powers to the Board of Directors for allowing such attendance fees among its members, in whole or in part, and on such terms as it may determine.

Seventh resolution

(Approval of the fixe, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to the Chairman and Chief Executive Officer for the 2018 financial year)

The Shareholder's Meeting, pursuant to the article L. 225-100 II of the French commercial code, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixe, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to Mr. Joachim Kreuzburg, Chairman of the Board and Chief Executive Officer, for the 2018 financial year.

Eighth resolution

(Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits of the Chairman and Chief Executive Officer for the 2019 financial year)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having considered the report of the Board of Directors established pursuant to Article L.225-37-2 of the French commercial code, approves the criteria and principles for determining, allocating and awarding components of the compensation and benefits of Mr. Joachim Kreuzburg, Chairman of the Board and Chief Executive Officer, for the 2019 financial year.

Ninth resolution

(Renewal of the term of M. Joachim Kreuzburg as Director)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and after having considered the Board of Directors' report, takes note that the term of M. Joachim Kreuzburg, as a Director of the Company, expired at the end of the current general meeting, decides the renewal of this term of duty for a new three-year term to expire at the end of the Annual Shareholders' Meeting of 2022 convened to approve the financial statements of the financial year ending 31 December 2021.

Tenth resolution

(Renewal of the term of M. Lothar Kappich as Director)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and after having considered the Board of Directors' report, takes note that the term of M. Lothar Kappich, as a Director of the Company, expired at the end of the current general meeting, decides the renewal of this term of duty for a new three-year term to expire at the end of the Annual Shareholders' Meeting of 2022 convened to approve the financial statements of the financial year ending 31 December 2021.

Eleventh resolution

(Renewal of the term of M. Henri Riey as Director)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and after having considered the Board of Directors' report, takes note that the term of M. Henri Riey, as a Director of the Company, expired at the end of the current general meeting, decides to approve the renewal of this term of duty for a new three-year term to expire at the end of the Annual Shareholders' Meeting of 2022 convened to approve the financial statements of the financial year ending 31 December 2021.

Twelfth resolution

(Nomination of Mrs. Pascale Boissel as new member of the Board of Directors of the Company)

The Shareholders' Meeting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and after having considered the Board of Directors' report, decides to appoint, as from today, Mrs. Pascale Boissel, born on October 15th, 1966, of French nationality, as a new member of the Board of Directors of the Company for a three-year term to expire at the end of the Annual Shareholders' Meeting of 2022 convened to approve the financial statements of the financial year ending 31 December 2021.

Thirteenth resolution

(Nomination of Mr. René Fáber as new member of the Board of Directors of the Company)

The Shareholders' Meeting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and after having considered the Board of Directors' report, decides to appoint, as from today, Mr. René Fáber, born on July 18th, 1975, of Slovakian nationality, as a new member of the Board of Directors of the Company for a three-year term to expire at the end of the Annual Shareholders' Meeting of 2022 convened to approve the financial statements of the financial year ending 31 December 2021.

Fourteenth resolution

(Authorization granted to the Board of Directors to enable the Company to trade in its own shares)

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, having considered the report of the Board of Directors, in compliance with the provisions of articles L. 225-209 et seq. of the French Commercial Code, the directly applicable provisions of the European Commission regulation no. 2273/2003 of 22nd December 2003, the General regulation of the Autorité des marchés financiers (AMF – Financial Market Authority), and the market practices accepted by the AMF:

1) authorizes the Board of Directors, having the right to sub-delegate in compliance with applicable laws and regulations, to make the Company acquire, hold, or transfer, on one or more occasions, shares of the Company in connection with the implementation of a share buy back program subject to the provisions of Articles L. 225-209 et seq. of the French Commercial Code;

2) decides that the acquisition, sale or transfer of such shares may be effected by any means on the market or over-the-counter, including through the acquisition of blocks of shares; these means include the use of any derivative financial instrument traded on a regulated market or over-the-counter or the delivery of shares as a result of the issuance of securities giving access to the Company's capital through conversion, exchange, redemption, exercise of a warrant or in any other manner either directly or through an investment service provider; the maximum share of the capital acquired or transferred in blocks may reach the entire program; these transactions may be carried out at any time, including during periods of public offer on the

capital of the Company, in compliance with the regulations in force;

3) decides that the share buy back program will have, as objective to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract in accordance with the AMAFI Code of Ethics recognized by the AMF;

4) decides that the terms and conditions of the share buy back program are the followings:

duration of the program: a maximum of 18 months, starting from the date of the present Shareholders' Meeting and expiring on the date when any Shareholders' Meeting of the Company adopts a new share buy back program or, alternatively, on September 26, 2020;

maximum redemption percentage: 0.10% of the share capital, ie 92 180 shares on the basis of 92 180 190 shares making up the share capital at the date of this Shareholders' Meeting; being specified that this limit applies to an amount of the share capital of the Company, which may be adjusted by the Board of Directors to take account of transactions affecting the share capital after the date of the present Shareholders' Meeting, the acquisitions made by the Company can not in any case cause it to hold, directly or indirectly through its subsidiaries, more than 10% of its share capital;

when the shares are acquired in order to encourage the liquidity of the Company's shares under the conditions defined by the AMF's general regulations, the number of shares taken into account for the calculation of this limit will correspond to the number shares purchased net of the number of shares resold during the term of the authorization;

maximum unit purchase price (excluding fees and commissions): 150 euros, ie a maximum theoretical amount allocated to the share buyback program of 13 827 000 euros on the basis of the maximum percentage of 0.10%, excluding trading costs the maximum theoretical amount will be adjusted by the Board of Directors to take into account transactions affecting the share capital after the date of this Shareholders' Meeting.

5) The dividends attached to the treasury shares of the Company shall be affected to the retained earnings account;

6) The Shareholders' Meeting grants to the Board of Directors, with right to sub-delegate in compliance with applicable laws and regulations, all necessary

powers to implement this authorization and in particular to establish the terms and conditions of the share buy-back program in compliance with applicable laws and with the present resolution, and notably to proceed, as the case may be, with any adjustment required by transactions on the share capital; to place any purchase order on the stock market; to enter any agreement, notably for the keeping of registers of sale and purchase of shares, to make any and all declarations to the AMF and any other organization, to carry out all formalities, and more generally, to take all appropriate measures;

7) This authorization invalids any prior authorization given on an identical subject matter.

Fifteenth 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.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Sixteenth resolution

(Update of Bylaws; adoption of the new Bylaws)

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, having considered the report of the Board of directors:

decides to update the Company's Bylaws in order to be compliant with the applicable law,

decides, therefore, to update the Company's bylaws as described in the report of the Board of Directors,

adopts, article by article, and as a whole, the new Company's Bylaws

Seventeenth resolution

(Update of Bylaws for determine the procedures for appointing directors and directors representing employees; update of the article 15 of Bylaws)

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, having considered the report of the Board of directors and advice of the works committee:

takes note, that the company exceeds, at the end of two consecutive financial years, the thresholds provided in Article L. 225-27-1 I of the French Commercial Code relating to the obligation to appoint one or more director(s) representing employees

decides, in accordance with the provisions of articles L.225-27-1 et seq. of the French commercial Code, to update the Company's bylaws to determine the procedures of appointment of the representing employees

decides, consequently, to update the article 15 of the Bylaws, as updated in the sixteenth resolution above, as follows :

« Article 15 : Board of directors

[Unchanged]

15.9 Directors representing employees

15.9.1 In accordance with the applicable law, there shall be one director representing employees when the number of directors is equal to or less than 12. The director representing employees is:

– elected by the employees of the company and its direct or indirect subsidiaries which have their registered office located in France under the conditions provided in this article, or

– appointed by the trade union organisation that obtained the most votes during the first round of the elections mentioned in Articles L. 2122-1 et L. 2122-4 of the French Labour Code in the Company and its direct or indirect subsidiaries which have their registered office located on France; or

– appointed by the works council.

When the number of directors is more than 12, a second director representing employees is:

- elected by the employees of the company and its direct or indirect subsidiaries which have their registered office located in France, or
- appointed by the trade union organisation that obtained the most votes during the first round of the elections mentioned in Articles L2122-1 et L2122-4 of the French Labour Code in the Company and its direct or indirect subsidiaries, of which the registered offices are located in France, or
- appointed by the works council, or
- appointed by the European works committee.

The absence of the appointment of one or more directors representing employees in application of the applicable law and the present constitution shall not entail the invalidity of the deliberations of the board of directors.

15.9.2 – Directors representing employees are not included in the minimum number and maximum number of directors specified in Articles L.225-17 and L.225-18-1 of the French Commercial Code..

15.9.3 – Directors representing employees must have an employment contract with the Company or with one of its direct or indirect subsidiaries which have their registered office located in France predating their appointment by at least two years and relating to an actual employment.

15.9.4 – For each directors representing employees, voting procedures according to the applicable law, in particular the Article L.225-28 of the French commercial code.

All the company's employees who comply with the conditions provided by the applicable law shall be electors.

Should there be one directorship to fill, a majority vote with two rounds of voting must be held. In addition to the name of the candidate, each candidacy must include the name of a potential substitute. The candidate and the substitute must not be of the same gender.

Should there be two directorships to fill in an electing body, the election shall be by proportional representation based on the list according to the highest vote and without vote splitting. Each list must have four candidates and must be composed alternatively of a candidate of each gender.

In the event of a tied vote, the candidates with the earliest-dated employment contracts shall be declared elected.

Elections shall be held in such a way that a second round of voting may be held no later than eight days before the end of the term of office of the outgoing directors representing the employees.

At each election, the board of directors shall draw up the list of subsidiaries and fix the date of the elections that would meet the following deadlines:

- The date of the election is held at least [8] weeks before the election,
- The list of the electors is held, at least [6] weeks before the election,
- The submission of candidatures is held, at least [5] weeks before the election,
- The list of the candidates is held at least [four] weeks before the election,
- Sending the documents for the vote by post, at least three weeks before the election.

In case of absence of candidatures, the corresponding seat (s) remain vacant until the next election, which renew the directors representing employees office.

The vote is held electronically and/or in paper form.

In the case of a paper vote, the voting takes place on a single day, at the place of work and during working hours. However, employees can vote by correspondence:

- Staff members who are in a predictable absence situation on the election date,
- Staff members who, because of the nature or conditions of their work, are away from the voting place to which they are assigned,
- Staff members working on sites that do not have a voting place.

In the case of voting by electronic and/or in paper form, the procedures related to the organization and conduct of the election of the directors representing employees not specified by the laws or regulations in force or by the present constitution are adopted by the board of directors, or by delegation by its chairman, where appropriate, by implementing any group agreement that would have been entered into

with respect to the terms of such election, in the companies of the perimeter referred to above.

15.9.5 – Directors representing employees are elected for 3 years. The term of office of the director thus appointed shall end during the ordinary shareholders Meeting of the closing of the accounts, held the year of the end of the term of the office.

Directors representing employees shall be entitled for re-election.

15.9.6 - The termination of the employment contract shall end the office of the directors representing employees.

Directors representing employees may not be dismissed other than for fault in the performance of their office by order of the judge of the Tribunal de Grande Instance territorially competent, ruling by way of summary proceedings at the request of the majority of the members of the board of directors.

15.9.7 – In the event of vacancy of an office of a director representing employees due to death, resignation, dismissal, breach of employment contract or for any reason whatsoever, the vacant office shall be filled pursuant to Article L.225-34 of the French commercial code.»

Eighteenth 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.

Report of the Board of Directors

BOARD OF DIRECTORS' REPORT ON RESOLUTIONS SUBMITTED TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING ON 26 MARCH 2019.

Dear Shareholders,

We have convened you to an Ordinary and Extraordinary General Shareholders' Meeting to be held on 26 March 2019, at 13.30pm, at the Company's headquarters Z.I. Les Paluds, Avenue de Jouques, 13400 Aubagne, in order to deliberate on the eighteen resolutions whose purpose is described and commented below.

The purpose of this report is to present a general explanation of the draft resolutions proposed by the Board of Directors.

Please note that the description of the Company's activity required by the law is included in the management report and the registered document related to 2018 financial year.

For further information, the management report and the auditors reports will be presented at the Shareholders' meeting.

The documentation of the Shareholder's meeting, in particular the management report, the registered document and the auditors reports will be provided under the conditions set forth by the applicable law.

RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS MEETING

Approval of the annual financial statements and the consolidated financial statements for the year ended 31 December 2018 (Resolutions n°1 and n°2)

In the first resolution, we submit to your approval the Sartorius Stedim Biotech SA's financial statements for the year ended on 31 December 2018 which resulted in a net profit of €49 521 306 and to discharge all directors.

Please note the absence of expenditures referred to in article 39.4 of the general tax code.

In the second resolution, we submit to your approval the consolidated financial statements for the year ended 31 December 2018 which resulted in a net profit of €209 959 400 .

The detailed financial statements are included in the Reference Document available on the Company's website www.sartorius-france.fr.

Allocation of the financial result for the year ended 31 December 2018 (Resolution n°3)

The net profit resulting from the 2018 financial statements amounts to €49 521 306 to add to the Year-earlier profit carried forward of €34 345 883. This would yield a distributable profit of €83 867 189.

We propose to allocate the net profit as follows:

– Total amount of dividends to be disbursed to shareholders €52 540 761

– The remaining amount of €31 326 428 to be carried forward to the next year now amounting €31 326 428.

It is proposed to set the 2018 net dividend to €0.57 per share.

The dividend will be paid as from 2 April 2019.

It is stated that the distributed amount of €0.57 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 French general code tax

Pursuant to Article 243 bis of the French general tax code, it is also stated that distributed amounts under the three last financial years have amounted as follows:

Exercise	Dividend	Amount eligible for the 40% abatement	Amount not eligible for the 40% abatement	Dividend per shares ¹⁾
2017	42,402,887	42,402,887	0 €	0.46€
2016	38,713,209	38,713,209	0 €	0.42€
2015	30,734,476	30,734,476	0 €	2.00€

1) Prior deduction of social contribution on the dividend paid to physical person.

mentions their financial terms and the amounts invoiced in 2018.

The auditor's special report on the regulated agreements and commitments would be provided under the conditions set forth by the applicable law.

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

Approval of the attendance fees (Resolution n°6)

We submit to your approval the overall annual amount of attendance fees allocated to the Board of Directors amounting to €268,800 for the financial year ending 31 December 2018 as well as for the following financial years and until an adverse decision.

Full powers would be granted to the Board of Directors for allowing such attendance fees among its members, in whole or in part, and on such terms as it may determine.

Approval of the principles and the elements of compensation granted to the Chief Executive Officer (Resolutions n°7 and 8)

We submit to your the approval of the following information:

- the fixed, variable and exceptional components of the total remuneration and benefits of all kinds due or granted to the Chief Executive Officer for the financial year ending 31 December 2018, as presented in the Reference Document section "Remuneration of the Executive and Non-executive Members of the Board".
- the remuneration policy of the Chief Executive Officer and, more precisely, the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds awarded to the Chairman and Chief Executive Officer, as presented in the corporate governance report included in the Reference Document (section 3). These principles and criteria were determined by the Board of Directors after an opinion of the Remuneration Committee. The amounts resulting from the application of these principles and criteria will be submitted to the approval of the Shareholders Meeting convened to approve the 2019 financial statements.

Expiry of the term of five Directors; renewal of term (Resolutions n°9 to 13)

The term of Directors of Mr. Joachim Kreuzburg, Mr. Lothar Kappich, Mr. Bernard Lemaître, Mr. Henri Riey and Mrs. Liliane de Lassus, will expire at the end of the ordinary part of the Shareholders Meeting as of 26 March 2019.

Following proposal of the Remunerations and Nominations Committee, we submit to your approval the renewal of the term of duty of Mr. Joachim Kreuzburg, Mr. Lothar Kappich and Mr. Henri Riey for a new three-year term to expire at the end of the Annual Shareholders' Meeting of 2022 convened to approve the financial statements of the financial year ending 31 December 2021. As a consequence, we submit to your approval the non-renewal of the mandates of Directors of Mr. Lemaître and Mrs de Lassus.

In addition, following proposal of the Remunerations and Nominations Committee, we submit to your approval the appointment of Mrs. Pascale Boissel and Mr. René Fáber as new members of the Board of Directors of the Company, starting as of this day for a three-year term to expire at the end of the Annual Shareholders' Meeting of 2022 convened to approve the financial statements of the financial year ending 31 December 2021.

In the case of approval of the ninth to thirteenth resolutions, the Board of Directors will be composed of the 7 following Directors:

- Mr. Joachim Kreuzburg
- Mr. Lothar Kappich
- Mr. Henri Riey
- Mrs. Susan Dexter
- Mrs. Anne-Marie Graffin
- Mrs. Pascale Boissel
- Mr. René Fáber

Authorization for the Company to buy back its own shares (Resolutions 14)

The Shareholders' Meeting held on April 3rd, 2018, in its thirteenth resolution, had approved a share buyback program for 18 months, up to 0.10% of the share capital with a maximum purchase price of €150 per share. The objective of the buy back program would be to promote liquidity and stimulate the market price of the Company's shares under a liquidity agreement.

We propose to renew this share buyback program and to allow the Board of Directors' to buy back shares of the Company, for an eighteen month period as from the next Shareholders meeting, up to a maximum of 0.10% of the share capital.

The objective of the buy back program would be to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract in accordance with the AMAFI Code of Ethics recognized by the AMF.

The authorization is granted within the following limits:

- 0.10% of the share capital;
- maximum purchase price: €150.00 per share;
- maximum budget: €13,827,000.

In accordance with the law, the transactions may be carried out at any time, including during the period of a public offer as the company's shares. It is important that the Company is able, where applicable, and even during a public offer, to buy back its own shares with a view to achieving the objectives of the buy back program.

Proxy to carry out formalities (Resolution 15)

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 formalities.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS MEETING

Update of Bylaws; adoption of the new Bylaws (Resolution 16)

We hereby ask for an update of the Company's bylaws in order to be compliant with applicable law and reglementation.

Therefore, we hereby ask for an update of the Company's bylaws as follow:

- Re-numbering of Bylaws' articles;
- Restructuing of Bylaws' articles;
- Updating Article 4 "Registered Office" in order to specify that the registered office may be transferred to any other location in France by decision of the Board of Directors, subject to ratification by the Shareholders' Meeting;
- Updating of Article 11 "Transfer and conveyance of shares" in order to insert the information to be provide in case of crossing of thresholds;
- Updating of article 15 "Board of Directors" in order to remove the rules for minimum shareholding by the Directors;
- Updating of Articles 22 "Shareholders' meeting" and 27 "Dissolution – Liquidation" in a view of simplification and harmonization with the applicable law.

Therefore, we submit to your approval, article by article, and as a whole, the new Company's Bylaws.

Update of Bylaws for determine the procedures for appointing directors and directors representing employees; update of the article 15 of Bylaws (Resolution 17)

The Company exceeds, at the end of two consecutive financial years 2017 and 2018, the thresholds provided in Article L. 225-27-1 I of the French Commercial Code relating to the obligation to appoint one or more director(s) representing employees

Therefore in accordance with the provisions of articles L.225-27-1 et seq. of the French commercial Code, we hereby ask for an update of the Company's bylaws to determine the procedures of appointment of the

employees representative. Consequently, Article 15 of the Bylaws will be updated as follows :

« Article 15 : Board of directors

[Unchanged]

15.8 - Directors representing employees

15.8.1 - In accordance with the applicable law, there shall be one director representing employees when the number of directors is equal to or less than 12. The director representing employees is:

- elected by the employees of the company and its direct or indirect subsidiaries which have their registered office located in France under the conditions provided in this article, or
- appointed by the trade union organisation that obtained the most votes during the first round of the elections mentioned in Articles L. 2122-1 et L. 2122-4 of the French Labour Code in the Company and its direct or indirect subsidiaries which have their registered office located on France, or
- appointed by the works council.

When the number of directors is more than 12, a second director representing employees is:

- elected by the employees of the company and its direct or indirect subsidiaries which have their registered office located in France, or
- appointed by the trade union organisation that obtained the most votes during the first round of the elections mentioned in Articles L2122-1 et L2122-4 of the French Labour Code in the Company and its direct or indirect subsidiaries, of which the registered offices are located in France, or
- appointed by the works council, or
- appointed by the European works committee.

The absence of the appointment of one or more directors representing employees in application of the applicable law and the present constitution shall not entail the invalidity of the deliberations of the board of directors.

15.8.2 - Directors representing employees are not included in the minimum number and maximum number of directors specified in Articles L.225-17 and L.225-18-1 of the French Commercial Code..

15.8.3 - Directors representing employees must have an employment contract with the Company or with one of its direct or indirect subsidiaries which have their registered office located in France predating their appointment by at least two years and relating to an actual employment.

15.8.4 - For each directors representing employees, voting procedures according to the applicable law, in particular the Article L.225-28 of the French commercial code.

All the company's employees who comply with the conditions provided by the applicable law shall be electors.

Should there be one directorship to fill, a majority vote with two rounds of voting must be held. In addition to the name of the candidate, each candidacy must include the name of a potential substitute. The candidate and the substitute must not be of the same gender.

Should there be two directorships to fill in an electing body, the election shall be by proportional representation based on the list according to the highest vote and without vote splitting. Each list must have four candidates and must be composed alternatively of a candidate of each gender.

In the event of a tied vote, the candidates with the earliest-dated employment contracts shall be declared elected.

Elections shall be held in such a way that a second round of voting may be held no later than [eight] days before the end of the term of office of the outgoing directors representing the employees.

At each election, the board of directors shall draw up the list of subsidiaries and fix the date of the elections that would meet the following deadlines:

- The date of the election is held at least [8] weeks before the election,
- The list of the electors is held, at least [6] weeks before the election,
- The submission of candidatures is held, at least [5] weeks before the election,
- The list of the candidates is held at least [four] weeks before the election,
- Sending the documents for the vote by post, at least three weeks before the election.

In case of absence of candidatures, the corresponding seat (s) remain vacant until the next election, which renew the directors representing employees office.

The vote is held electronically and/or in paper form.

In the case of a paper vote, the voting takes place on a single day, at the place of work and during working hours. However, employees can vote by correspondence:

- Staff members who are in a predictable absence situation on the election date,
- Staff members who, because of the nature or conditions of their work, are away from the voting place to which they are assigned,
- Staff members working on sites that do not have a voting place.

In the case of voting by electronic and/or in paper form, the procedures related to the organization and conduct of the election of the directors representing employees not specified by the laws or regulations in force or by the present constitution are adopted by the board of directors, or by delegation by its chairman, where appropriate, by implementing any group agreement that would have been entered into with respect to the terms of such election, in the companies of the perimeter referred to above.]

15.8.5 – Directors representing employees are elected for 3 years. The term of office of the director thus appointed shall end during the ordinary shareholders 'Meeting of the closing of the accounts, held the year of the end of the term of the office.

Directors representing employees shall be entitled for re-election.

15.8.6 – The termination of the employment contract shall end the office of the directors representing employees.

Directors representing employees may not be dismissed other than for fault in the performance of their office by order of the judge of the Tribunal de Grande Instance territorially competent, ruling by way of summary proceedings at the request of the majority of the members of the board of directors.

15.8.7 – In the event of vacancy of an office of a director representing employees due to death, resignation, dismissal, breach of employment contract or for any reason whatsoever, the vacant office shall be filled pursuant to Article L.225-34 of the French commercial code.»

Proxy to carry out formalities (Resolution 18)

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.

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

The Board of Directors
represented by its Chairman
Mr Joachim Kreuzburg

Information on the Reference Document and the Annual Financial Report

Declaration of Responsibility for the Reference Document and the 2018 Annual Financial Report

I hereby certify, after having taken all reasonable measures to this effect, that the information contained in the present Reference Document is, to the best of my knowledge, in accordance with the facts and makes no omission likely to affect its import.

I certify, to the best of my knowledge, that the financial statements have been prepared in accordance with applicable accounting standards and give a fair view of the assets, liabilities and financial position and profit or loss of the company and all the activities included in the consolidation, and that the management report enclosed presents a fair review of the development and performance of the business and financial position of the company and of all the activities included in the consolidation as well as a description of the main risks and uncertainties to which they are exposed.

I have received a completion letter from the auditors stating that they have audited the information contained in this Reference Document about the financial position and financial statements and that they have read this document in its entirety.

February 18, 2019



Joachim Kreuzburg
Chairman of the Board and CEO

Table of Reconciliation

In order to facilitate understanding of the present document concerning the presentation of Sartorius Stedim Biotech S.A., the table below has, on the left,

the headings from Note 1 of European Regulation No. 809/2004 of April 29, 2004, of the European Commission and in the column on the right, the corresponding pages of the present document.

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