











# The Board of Directors and its Committees

## The Board of Directors

Name	Mandate	Age	Independent <sup>1</sup>	First appointment	Expiration of current mandate <sup>2</sup>	Audit Committee member	Remunerations & Nominations Committee member
 Joachim KREUZBURG	Chairman and Chief Executive Officer	56		2007	2022		
 Pascale BOISSEL	Director	55	•	2019	2022	•	
 Christelle BAUDERE	Director representing employees	47		2021	2024		
 Susan DEXTER	Director	66	•	2015	2024		•
 René FÁBER	Director	46		2019	2022		
 Anne-Marie GRAFFIN	Director	60	•	2015	2024	•	•
 Lothar KAPPICH	Director	64		2017	2022	•	•
 Henri RIEY	Director	60		2007	2022	•	•

<sup>1</sup> In accordance with the recommendation N° 8 of the AFEP-MEDEF code

<sup>2</sup> Directors are appointed until the date of the Annual General Shareholders' Meeting called to approve the financial statement of the previous fiscal year ending.

The Company is administered by a Board of Directors composed of eight members, three of whom are independent. The directors are appointed for a three-year period.

The organization of the works of the Board of Directors and its composition must be suited to the shareholding structure, to the size and the nature of the activity of Sartorius Stedim Biotech S.A. and the particular circumstances it can face.

### Composition of the Board of Directors as of 31 December 2021

For historical reasons due to the shareholding structure of the Company, the composition of the Board of Directors and its Committees reflected the aim by our reference shareholder of a long-lasting balance between the Directors representing these shareholders, the independent directors and the executive directors.

Our controlling shareholder takes its own responsibility towards the other shareholders, direct and distinct from the Board of Directors' one. It takes particular care to avoid possible conflicts of interests in the transparency of the information provided to the market and to fairly take all interests into account, see below the paragraph on the balance of powers and the composition of the Board of Directors on page 71.

The Board of Directors considers, on a yearly basis, the balance in its composition and that of the Committees it has established, in particular in the representation of women and men, nationalities, balance of powers and diversity of skills by taking appropriate measures to guarantee to the shareholders and to the market that its missions are carried out with the necessary independence and objectivity. It makes public, via the following sections of this Universal Registration Document the objectives, methods and results of its politics on these subjects. It is nevertheless necessary to consider, in particular, that these principles are established under the condition that the beneficial owner of the controlling shareholder is ultimately a community of heirs that has certain restrictions to observe with regards to the control of Sartorius group, including the Company. The community of heirs will continue to be bound to those restrictions until July 2028. Therefore, a certain dependency of SSB S.A. vis-à-vis the controlling shareholder will remain in place at least until July 2028, although the Company and its controlling shareholder are both listed companies.

## Joachim Kreuzburg

Chairman and Chief Executive Officer

Date of birth: 22 April 1965

Nationality: German

First appointment: 29 June 2007

Mandate renewed: 26 March 2019

Appointed until: date of the Annual General Shareholders' Meeting in 2022 to approve the financial statements for the fiscal year ending 31 December 2021

Number of Sartorius Stedim Biotech Shares held: 6

Other current directorships and positions within the Group:

Chairman of the Executive Board (Vorstand) of Sartorius AG;

Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;

Managing Director of Sartorius Lab Holding GmbH;

Managing Director of SWT Treuhand GmbH;

Managing Director of SI Weende-Verwaltungs-GmbH;

Managing Director of SI Grone 1-Verwaltungs-GmbH;

Managing Director of SIV Grone 2 GmbH;  
 Managing Director of Sartorius Ventures GmbH;  
 Chairman of the Advisory Board of LabTwin GmbH;  
 Chairman of the Board of Directors of Sartorius North America Inc.

Past directorships (held during the past five years) within the Group:

Vice Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;  
 Managing Director of Sartorius Weighing Technology GmbH;  
 Managing Director of Sartorius Corporate Administration GmbH;  
 President and Chairman of the Executive Committee of Sartorius Stedim FMT S.A.S;  
 Member of the Board of Directors of Essen Instruments, Inc.;  
 Chairman of the Board of Directors of Sartorius Stedim North America Inc.;  
 Member of the Board of Directors of IntelliCyt Corporation;  
 Chairman of the Board of Directors of Sartorius Stedim Filters Inc.;  
 Member of the Board of Directors of Denver Instrument (Beijing) Co. Ltd.;  
 Member of the Board of Directors of Sartorius Stedim Japan K.K.;  
 Member of the Board of Directors of Sartorius Stedim Lab Ltd.;  
 Member of the Board of Directors of Sartorius Stedim BioOutsource Ltd.

Other current directorships and positions outside the Group:

Member of the Supervisory Board (Aufsichtsrat) of Carl Zeiss AG, Germany;  
 Member of the Administrative Board (Verwaltungsrat) of Ottobock Management SE, Germany;  
 Member of the Economic Advisory Board (Wirtschaftsbeirat) of Norddeutsche Landesbank, Germany.

Past directorships (held during the past five years) outside the Group:

Chairman of the Advisory Board (Beirat) of Otto Bock Holding GmbH & Co. KG, Germany;  
 Vice Chairman of the Supervisory Board (Aufsichtsrat) of Ottobock SE & Co. KGaA, Germany;  
 Member of the regional Advisory Board (Regionalbeirat) of Commerzbank AG, Germany.

Educational and professional background:

Diplom-Maschinenbau-Ingenieur, Dr. rer. pol. (University degree in mechanical engineering, doctorate in economics)

1992–1995	Research associate at the Institute for Solar Energy Research in Hamelin, Germany
1995–1999	Research associate at the Faculty of Economics and Management at the University of Hanover, Germany
Since 1 May 1999	Sartorius AG, Goettingen, Germany. Most recent position before promotion to the Executive Board: Vice President, Finances and Investor Relations
Since 11 Nov. 2002	Member of the Executive Board of Sartorius AG, Goettingen, Germany
1 May 2003, to 10 Nov. 2005	Spokesman (Sprecher) of the Executive Board of Sartorius AG, Goettingen, Germany

Since 11 Nov. 2005 CEO and Executive Board Chairman of Sartorius AG, Goettingen, Germany; currently responsible for Group Strategy, Human Resources, Corporate Research, Legal Affairs & Compliance, Communications

## Lothar Kappich

Non-executive member

Date of birth: 15 February 1957

Nationality: German

First appointment: 14 September 2017

Mandate renewed: 26 March 2019

Appointed until: the 2022 Annual General Shareholders' Meeting approving the financial statements for the fiscal year ending 31 December 2021

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions within the Group:

Chairman of the Supervisory Board of Sartorius AG.

Past directorships (held during the past five years) within the Group:

Member of the Supervisory Board of Sartorius AG.

Other current directorships and positions outside the Group:

None

Past directorships (held during the past five years) outside the Group:

Managing Director of ECE Projektmanagement GmbH & Co. KG, Germany.

Educational and professional background:

Doctorate (Dr. rer. pol.) in economics (subject of the doctoral dissertation: Theory of International Business Activity)

1988-1990 Controller in the Central Controlling Department from Schering AG in Berlin

1990-2017 ECE Projektmanagement G.m.b.H. & Co. KG in Hamburg, latest position Managing Director of ECE's HR & Corporate Services as well as Managing Director of numerous subsidiaries at the ECE group

2007-2017 Member of the Supervisory Board of Sartorius AG, Goettingen

Since 2017 Chairman of the Supervisory Board of Sartorius AG, Goettingen

## René Fáber

Non-executive member <sup>1</sup>

Date of birth: 18 July 1975

Nationality: Slovak

First appointment: 26 March 2019

Appointed until: the 2022 Annual General Shareholders' Meeting approving the financial statements for the fiscal year ending 31 December 2021

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions within the Group:

Member of the Executive Board of Sartorius AG;  
Vice Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;  
Chairman of the Supervisory Board of Xell AG;  
Chairman of the Advisory Board of Sartorius CellGenix GmbH;  
Member of the Board of Directors of Sartorius Korea Biotech Co., Ltd.;  
Member of the Board of Directors of Sartorius Korea Operations LLC;  
Member of the Board of Directors of Sartorius Stedim Japan K.K.;  
Member of the Board of Directors of Sartorius Stedim (Shanghai) Trading Co., Ltd.;  
President and Chairman of the Executive Committee of Sartorius Stedim FMT S.A.S.;  
Chairman of the Advisory Board of BIA SEPARATIONS d.o.o.

Past directorships (held during the past five years) within the Group:

Managing Director of Sartorius Stedim Biotech GmbH;  
Managing Director of Sartorius Stedim North America Holding GmbH;  
Member of the Advisory Board of BIA SEPARATIONS d.o.o.

Other current directorships and positions outside the Group:

Member of the Advisory Board of Curexsys GmbH, Germany.

Past directorships (held during the past five years) outside the Group:

None

Educational and professional background:

Master degree in chemistry at the Technical University in Bratislava, Slovakia  
PhD in polymer chemistry at the Technical University of Munich, Germany

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<sup>1</sup> As from February 9, 2022, Deputy Director

2001 – 2002	Scientist at French specialty chemical group Rhodia, Slovakia
2002 – 2004	Post-doctoral researcher at Vivascience
2004 – 2018	Various positions at Sartorius Group (esp. Sartorius Stedim Biotech GmbH, Germany)
2004-2006	Scientist R&D Membrane Modification
2006-2010	Director development and production of surface modified membranes
2010 – 2013	Vice President R&D Process Technologies
2012 – 2014	Value Creation Agent in Supplier Relationship Center of Roche and Genentech, San Francisco, USA
2014 – 2017	Vice President Marketing and Product Management Filtration Technologies
2016 – 2018	Key Account Manager Roche/Genentech
2017 – 2018	Vice President Marketing and Product Management Fermentation Technologies
2018	Head of Product Development, Bioprocess Solutions Division
Since 2019	Head of Bioprocess Solutions Division of Sartorius Group, Member of the Executive Board of Sartorius AG, Germany

## Henri Riey

Non-executive member

Date of birth: 5 November 1961

Nationality: Monegasque

First appointment: 29 June 2007

Mandate renewed: 26 March 2019

Appointed until: date of the Annual General Shareholders' Meeting in 2022 to approve the financial statements for the fiscal year ending 31 December 2021

Number of Sartorius Stedim Biotech shares held: 16

Other current directorships and positions outside the Group:

President of Aidea;

President of Groupe HR S.A.S.;

President of Association Monegasque de Cindynique;

Director and secretary-treasurer of The Princess Grace Foundation (Monaco).

Educational and professional background:

Diplôme Institut Supérieur de Gestion (France)

(degree earned at the French Higher Institute of Business Management "Institut supérieur de gestion")

1985–1988	Fund Manager at Paribas bank
1988–1996	Fund Manager, responsible for the European Equity Fund Management Team at Barclays Bank, France
1996–1999	Head of Research of Barclays Asset Management Europe
1999–2004	Executive Vice President of Barclays Asset Management; in charge of all fund management businesses
2004–2013	CFO of Hendyplan S.A.



## Anne-Marie Graffin

Non-executive member  
Independent Director  
Date of birth: 3 May 1961  
Nationality: French

First appointment: 7 April 2015  
Mandate renewed: 24 March 2021  
Appointed until: date of the Annual General Shareholders' Meeting in 2024 to approve the financial statements for the fiscal year ending 31 December 2023

Number of Sartorius Stedim Biotech shares held: 6

Other current directorships and positions outside the Group:

Member of the Supervisory Board of Valneva SE;  
Member of the Supervisory Board of Nanobiotix S.A.;  
Member of the Supervisory Board of M2Care S.A.S.;  
Managing Director of SMAG Consulting S.A.S.

Past directorships (held during the past five years) outside the Group:

None

Educational and professional background:

Graduated from ESSEC (Ecole Supérieure des Sciences Economiques et Commerciales)

1984 - 1987	International Distillers and Vinters, France Products Manager
1988 - 1990	URGO Laboratories Marketing Manager
1991 - 1995	RoC S.A (Johnson & Johnson) - Head of International Marketing Group
1998 - 2000	Sanofi Pasteur MSD - France Products Manager Adults Vaccines
2001 - 2005	Sanofi Pasteur - Head of range then Europe Adults Vaccines Marketing Director
2006 - 2008	Sanofi Pasteur MSD - Executive Director Business Management
2009 - 2010	Sanofi Pasteur MSD - Vice President Business Management
Since 2011	Managing Director SMAG Consulting S.A.S. - Advice Biotech and Medtech Strategy Management

## Susan Dexter

Non-executive member  
Independent Director  
Date of birth: 11 October 1955  
Nationality: American

First appointment: 7 April 2015  
Mandate renewed: 24 March 2021  
Appointed until: date of the Annual General Shareholders' Meeting in 2024 to approve the financial statements for the fiscal year ending 31 December 2023

Number of Sartorius Stedim Biotech shares held: 6

Other current directorships and positions outside the Group:

None

Past directorships (held during the past five years) outside the Group:

None

Educational and professional background:

Degrees and Certifications: BS in Immunology and Marketing (double major, honors), American University, Washington, D.C., USA

Harvard University Negotiation Course for Lawyers, Harvard University, Cambridge, Massachusetts, USA

Finance for non-financial Managers, Harvard University through Dow Chemical Company internal training program

1975-1980	University of Massachusetts Medical School, Research, mammalian cell culture, animal toxicology studies, basic research
1980-1986	Collaborative Research, Biotechnology Sales in emerging markets for bioprocessing supplements and raw materials for biomanufacturing
1986-1998	Celltech Biologics, Lonza Biologics, Business Development-bioprocessing and manufacturing of biotechnology based biotherapeutics
1998-2004	Collaborative BioAlliance, Dow Chemical Company (Dow Biotechnology Contract Manufacturing Services) - Vice President, Business Development for microbial fermentation services, technologies and implementation of single use bioprocessing technologies
2004-2008	Xcellerex, Inc. (now GE Healthcare), Chief Business Officer; CMO services using fully integrated single-use bioprocessing technology, sales of single use bioprocessing technologies
2008-2020	Latham Biopharm Group, Managing Director; Due Diligence, Acting VP Business Development for multiple CMO's offering contract manufacturing services to the biotechnology life sciences industry, strategic consulting, single-use disposable technology implementation, project management and high-level business development and marketing, Advisor and speak for BioProcess International, Outsourced Pharma

Since 2020

Sonnet Biotherapeutics, Inc., Chief Technical Officer | Non-clinical | CMC | Supply Chain. Responsible for product development for Sonnet's pipeline of biotherapeutic cytokine assets for treatment of solid tumor cancers

## Pascale Boissel

Non-executive member

Independent Director

Date of birth: 15 October 1966

Nationality: French

First appointment: 26 March 2019

Appointed until: date of the Annual General Shareholders' Meeting in 2022 to approve the financial statements for the fiscal year ending 31 December 2021

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions outside the Group:

Member of the Board of Directors of Poxel S.A.;

Member of the Supervisory Board of Innate Pharma S.A.

Past directorships (held during the past five years) outside the Group:

None

Educational and professional background:

Graduated from HEC (Ecole des hautes Etudes de Commerciales) : MBA in Finance & Audit

Graduated with a CPA diploma (diplôme d'expertise comptable & commissariat aux comptes)

2009-2012 IPSOGEN – Chief Financial Officer

2012-2016 BIOASTER Institute – Chief Financial Officer & Deputy Chief Executive Officer

2017-2018 ENYO PHARMA – Part time Chief Financial Officer

Since 2017 NOVADISCOVERY – Part time Chief Financial Officer

## Christelle Baudere

Non-executive member  
Director representing the Employees  
Date of birth: 15 November 1974  
Nationality: French

First appointment: 1 January 2021

Appointed until: date of the Annual General Shareholders' Meeting in 2024 to approve the financial statements for the fiscal year ending 31 December 2023

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions outside the Group:

None

Past directorships (held during the past five years) outside the Group:

None

Educational and professional background:

1996	Bachelor in Economic and Social Sciences
1998	High school Degree in Management Assistant
2009-2010	Les Oasis de Plan d'Eau – Executive Assistant
2010-2011	Vinci Group – Executive Assistant
2011-2019	Sartorius Stedim FMT SAS – Executive Assistant to Operations
Since 2019	Sartorius Stedim FMT SAS – Manager of Indirect Purchasing for Corporate Sourcing

## Registered Addresses

With regards to their social mandates, the members of the Board of Directors are domiciled at the Company's headquarters.

## One Director representing employees since September 2019

One Director representing employees is member of the Board of Directors. Mrs Christelle Baudere was appointed by the Work Council's decision of the CSE dated 27 November 2020, effective as from January 1st, 2021. She holds the duties of Manager of indirect purchasing. She was appointed for a 3-year term. Like any new Director, the Director representing employees followed an induction course intended to perfect her knowledge of the Company's organisation and activities, which involved in particular individual interviews with the Group's main senior managers.

The Director representing employees does not receive Directors' fees as a Director representing the employees. The components of her remuneration as an employee are not published.

## Independent Directors

The Company being controlled by a majority shareholder, the portion of independent administrator board members should be at least a third of the Board of Directors. As of 31 December 2021, the Board of Directors of Sartorius Stedim Biotech S.A. is composed of 43% of independent members under the independence criteria defined by the APEF-MEDEF code.

Pursuant to the principles of good corporate governance, the independent members may not be principal shareholders, employees, former Group employees, suppliers or bankers of the Group or major customers, nor may they have any other link likely to impair their judgment.

In accordance with the internal rules of the Board of Directors and in application of the AFEP-MEDEF code, the independence of directors is assessed each year with respect to the following criteria.

An independent director:

- May not be an employee or senior executive employee or director of his or her parent company or of one of its consolidated companies and may not have been so during the five previous years (criterion 1);
- May not be a senior executive of a company in which the company directly or indirectly holds a director's position or in which an employee as such or a senior executive of the company (either currently or having been so for less than five years) holds a director's position (criterion 2);
- May not be a significant client, supplier, business banker or investment banker of the company or of its group, for which the company or its group represents a significant part of its business (criterion 3);

- May not have any close family ties with one of the senior executives (criterion 4);
- May not have been a statutory auditor of the company for the five past years (criterion 5);
- May not have been a director of the company for more than twelve years (criterion 6).

In addition to the abovementioned criteria, the Board of Directors analyses other factors, such as the ability to understand the issues and risks, prior to making a decision on whether a director qualifies as independent.

As part of the Assessment of the Board of Directors, the Board of Directors goes through all the criteria listed above and currently it states that it has three independent directors: Mrs. Pascale Boissel, Mrs. Susan Dexter, and Mrs Anne-Marie Graffin.

	Not an employee or executive officer	No cross-directorships	No significant business relationships	No family links	Not a statutory auditor	First appointment	Not a director for over 12 years	Classification adopted
Joachim Kreuzburg	No	No	Yes	Yes	Yes	2007	No	Not independent
Pascale Boissel	Yes	Yes	Yes	Yes	Yes	2019	Yes	Independent
Christelle Baudere	No	Yes	Yes	Yes	Yes	2021	Yes	Not independent
Susan Dexter	Yes	Yes	Yes	Yes	Yes	2015	Yes	Independent
René Fáber	No	No	Yes	Yes	Yes	2019	Yes	Not independent
Anne-Marie Graffin	Yes	Yes	Yes	Yes	Yes	2015	Yes	Independent
Lothar Kappich	Yes	No	Yes	Yes	Yes	2017	Yes	Not independent
Henri Riey	Yes	Yes	Yes	Yes	Yes	2007	No	Not independent

## Balanced representation of women and men

Each year, the Board of Directors examines the desired balance in its composition and that of its committees, seeking in particular a balanced representation of men and women, and a wide diversity of skills and nationalities, reflecting as best it can both the highly technical and global nature of the company's business.

Specifically, as regards the threshold of 40% women to be reached under the provisions of Article L. 225 -18 -1 and L.22 -10 -3 of the French Commercial Code, the Board of Directors has put significant effort into searching for skilled, independent and dedicated female directors with a proven level of expertise in biotechnologies or related industries. As of 31 December 2021, the Board of Directors of Sartorius Stedim Biotech S.A. is composed of 43% of women.

## Assessment of the Board of Directors

The internal rules of the Board of Directors require that once a year the Board devotes an item on its agenda to discuss its functioning and ensures that a formal assessment is carried out. For this purpose, in December 2021, members of the Board completed a questionnaire on the following topics:

- the Board's composition;
- the mode and structure of governance;
- the effectiveness of the Board of Directors;
- the Board's working methods;
- the areas of competence of the Board's members;
- areas for improvement.

Consistent with last year's efficiency review, the results are satisfactory in terms of flow of information, active participation of each Board members, quality of the Committee's work. Those answers are reflecting the high-quality teamwork of Board members and their convergence of views.

## Board of Directors' internal regulations and balance of powers

As the functions of Chairman of the Board of Directors and Chief Executive Officer are combined under a monist structure, the Board of Directors has enacted an internal regulation to ensure the balance of powers. According to such internal regulations, the CEO and/or Deputy CEO cannot make certain decisions without the prior authorisation of the Board of Directors. It is also specified that the Board of Directors meets at least once a year without the presence of the CEO.

The Board of Directors has adopted a set of internal regulations that defines and includes operating rules of operation for this body relating to its powers, members' attendance, transactions requiring approval and prior validation with a certain number of triggering thresholds. The Board of Directors approves strategic investment projects and any transaction, in particular acquisitions or disposals that are likely to materially affect the Company's results, the structure of its balance sheet or risk profile. More precisely, the Board of Directors approves in advance certain decisions of the management such as budget, investments, financing, business activities, human resources, contracts, litigation, transactions or measures that go beyond the ordinary course of business, as described in more details in page 200 of this report in the Section Other Legal Information. Besides, in order to reinforce the balance of powers, within his office of Director, each Director must ensure that there is not conflict of interest against the company. The charter sets out the rights and obligations of the Directors. It is delivered to each new Director when he takes up office. Each Director undertakes to be bound by and put into practice the rules contained in such Charter.

The directors' charter is included in the schedule of the Board of Director's internal rules and defines the rights and obligations of directors, in particular regarding the code of ethics and prevention of conflicts of interest, as described in more details in page 200 of this report in the Section Other Legal Information. The Board of Directors updated their internal rules during the meeting that took place on March 24, 2020, with the purpose

of ensuring compliance with the latest legal, regulatory and statutory obligations applicable to the Company, as well as the last update of the AFEP-MEDEF governance code of January 2020.

## Staggering of the mandate terms

According to the AFEP MEDEF governance code for listed companies, the staggering of terms should be organized in order to avoid renewing a group of mandates and to promote harmonious renewal of the Directors' mandates. The afferent rule relating to staggering terms was respected in the 2021 fiscal year since two expiring mandates were considered and were renewed (Mrs Anne-Marie Graffin and Mrs Susan Dexter).

## Plurality of mandates

In accordance with the APEF MEDEF governance code for listed companies, an executive Director cannot exercise more than two other mandates of Director in listed companies outside its group, including foreign companies. It should in addition collect the notice from the Board before accepting a new Director mandate in a listed company.

Moreover, a Director cannot exercise more than four other mandates in listed companies outside its group, including foreign companies. This recommendation is applied during the nomination or the renewal of the Director's mandate.

Procedures established and followed by the Committees are set up within their respective internal regulations.

Committees' members are appointed by the Board of Directors. A special attention is paid by the Board of Directors to the nomination or renewal of the mandate of the Chairman of the Audit Committee, upon recommendation of the Remunerations and Nominations Committee.

## Other Information

The Board of Directors met ten times during 2021 fiscal year.

The preparation and holding of the meetings of the Board of Directors and its Committees require significant availability and investment by the Directors. In 2021, the attendance rate at Board meetings was 99% on average. The individual attendance rate at Board and Committee meetings is specified below.

The allocation of Directors' fees, based on the rate of attendance by each of the Directors at Board meetings and presence at the meetings of its various Committees, is described in page 105 of the present Universal Registration Document.



	Board of Directors	Audit Committee	Remunerations and Nominations Committee
Joachim Kreuzburg	100%		
Pascale Boissel	90%	100%	
Christelle Baudere	100%		
Susan Dexter	100%		100%
René Fáber	100%		
Anne-Marie Graffin	100%	100%	100%
Lothar Kappich	100%	100%	100%
Henri Riey	100%	100%	100%
<b>Average 2021</b>	<b>99%</b>	<b>100%</b>	<b>100%</b>

In accordance with the bylaws of the Company, each Director owns personally at least one share of the Company.

To the Company's knowledge, all Directors fulfil the below mentioned thresholds with regards to numbers of mandates in listed companies:

- For the executive Directors: maximum of two mandates in companies not belonging to the group,
- For non-executive Directors: maximum of four mandates in companies not belonging to the group.

To the company's knowledge, within the last five years, no member of the Board of Directors:

- has been convicted of fraud during the last five years or has been subject to any official public investigation or sanction by statutory regulatory authorities;
- has been associated in his | her capacity of manager in any bankruptcy, receivership or liquidation for the past five years;
- has been disqualified by a court from acting in the capacity of a member of an administrative, management or supervisory body of an issuer or from acting in the capacity of a management executive or conducting the business of any issuer for the past five years.

To the Company's knowledge, no family relationships exist among the members of the company's Board of Directors.

Furthermore, to the Company's knowledge, there is no conflict of interest between any duty of the members of the Board of Directors and their private interests and | or other duties. A Director must inform the Board as soon as he/she is aware of any conflict of interests, or even the possibility of a potential conflict, and must refrain from any participation in discussions on the relevant subject matter and from voting on any associated resolutions.

To the Company's knowledge, no settlement or agreement has been reached with shareholders, clients, suppliers or others to appoint a member of the Board of Directors.

Measures taken to ensure that control is not done in an abusive way are the following:

- Three members of the Board of Directors out of seven are independent directors. (it being specified that pursuant to Article 9.3 of the AFEP-MEDEF Code, the Director representing employees is not taking into account when determining this ratio) .
- Two independent members of the Board out of four are members of the Audit Committee, one of them being the Chairwoman of such committee.
- Two independent members of the Board out of four are members of the Remunerations and Nominations Committee.

## Conditions for Preparation and Organization of the Work of the Board of Directors

### Internal Rules and Regulations

The procedures governing the organization and functioning of the Board of Directors are defined by the internal Regulations of the Board, described in page 71 of this Report.

The Internal Rules and Regulations currently applicable have been adopted on March 24, 2020, with the purpose of ensuring compliance with the latest legal, regulatory and statutory obligations applicable to the Company, as well as the last update of the AFEP-MEDEF governance code of January 2020.

The Board of Directors deals with all matters concerning the proper operation of the company and takes decisions on subjects that concern it.

### Its Missions

The main missions of the Board of Directors are as follows:

- The Board of Directors shall define the company's strategic goals and assess them from an overall perspective at least once a year, as proposed by the CEO, and ensure that these goals are implemented. It shall also appoint the corporate officers responsible for managing the company in pursuit of this strategy and review all delegations of authority;
- The Board of Directors shall review the management of the Group and monitor the quality of information provided to shareholders and to the market through the financial statements or when material events occur, especially about the company's shareholdings;
- The Board of Directors is responsible for approving all strategic investment projects and any transaction, in particular acquisitions or disposals, likely to materially affect the company's results, the structure of its balance sheet or risk profile;
- The Board of Directors will beforehand decide for each significant transaction outside the scope of the announced strategy;

- The Board of Directors shall deliberate prior to making any changes to the management structure of the company, and shall be informed of the principal organizational changes;
- The Board of Directors shall examine the corporate and consolidated accounts and approve the management report and the sections of the annual report dealing with corporate governance and those setting out the company's policies with respect to remuneration and stock options;
- Although it is not a modification of the corporate purpose of the Company, the Board of Directors must seize the Shareholders' Meeting if the transaction concerns a preponderant share of the assets or the activities of the group;
- The Board of Directors shall convene annual shareholders' meetings and propose changes to the articles of association.

The missions mentioned above summarize the internal regulation of the Board of Directors.

## Activity Report of the Board of Directors for the 2021 Fiscal year

The Board reviewed and approved the company and consolidated accounts for 2020.

The Board of Directors considered and debated on the following at its meetings:

- Strategic direction and major Group projects
- The annual, half-year and quarterly financial statements
- Budgets presented by executive management
- Information on the financial structure and cash flow items
- Significant off-balance sheet commitments
- Risk indicators for the Group
- Stock market performance
- Self-assessment of the Board members
- Elements of remuneration due or attributed
- Renewal of Mandates
- General Shareholders Meeting preparation and governance topics
- Approval of several acquisitions projects

## Information to be provided to Directors

Before each Board Meeting, Directors receive a report on the agenda items that require prior consideration, in due time and following notification.

Preliminary figures of the annual and interim statements are generally sent to all Directors at least one week before the meeting of the Audit Committee, which is always held on the day of or on the day before the Board meeting.

In addition to Board meetings, the Chairman regularly informs the Directors of any event or development that may have a material impact on Group operations or on any information previously communicated to the Board.

The members of the Board of Directors receive a copy of each press release published by the Company. The Directors may, at any time, request further information from the Chairman of the Board, who shall assess the relevance of the request.

The Audit Committee and the Remuneration and Nomination Committee are responsible for studying and making preparations for the Board's main deliberations in order to improve the Board's efficiency.

Under no circumstances do these Committees relieve the Board which has the only legal power of decision nor are allowed to cause division within its college which is and stays responsible of the accomplishment of its missions. The Committees don't replace but are an emanation of the Board of Directors facilitating its work.

The Committees of the Board may consult, in the performance of their functions, any of the main company's executive officers after having informed the Chairman of the Board of Directors and subject to reporting back to the Board.

The Committees of the Board may request external technical studies relating to matters within their competence, at the expense of the Company, after having informed the Chairman of the Board of Directors or the Board of Directors itself and subject to reporting back to the Board.

In the event the Committees solicit the services of external counsels (e.g. the Remuneration Committee for the purpose of gathering information related to systems and levels of remunerations applicable within the main markets), the Committees shall ensure the objectiveness of the sought advice.

Each Board of Directors meeting is preceded with at least one meeting of one of the two committees, depending on the addressed topics. The Committees remain accountable to the Board of Directors and address to them their position, advice and recommendations.

Procedures established and followed by the Committees are set up within their respective internal regulations.

Committees' members are appointed by the Board of Directors. A special attention is paid by the Board of Directors to the nomination of renewal of the mandate of the Chairman of the Audit Committee.

Further, in compliance with Article 11.3 of the AFEP-MEDEF Code, the Board of Directors hold a meeting without the presence of the CEO.

## The Audit Committee

The Audit Committee assists the Board of Directors in areas relating to accounting policy, reporting, internal and external control, financial communication and management of the risks to which the company is exposed.

### Audit Committee duties

Regarding accounting policy and internal control, the Audit Committee has the following duties:

- To proceed as soon as possible, and in any event prior to examination of the annual parent company financial statements and, where appropriate, the consolidated financial statements by the Board of Directors, with the review of all the financial, interim and annual parent company and, where appropriate, consolidated financial statements, including their notes and, where appropriate, the management report presented by the Board of Directors to the General Meeting of Shareholders called to approve the financial statements for the year ended and to present its observations to the Board of Directors. During the examination of the financial statements, the Committee pays particular attention to significant transactions that could have given rise to a conflict of interests;
- To ensure the pertinence of the selected methods and accounting procedures chosen by the company and to check their proper application;
- To check the accounting treatment of any significant transaction made by the company;
- To ensure that the internal procedures for data collection and control are sufficient to ensure the quality and reliability of the annual parent company financial statements and, where appropriate, the company's consolidated financial statements;
- To examine the scope of the consolidated companies and, where appropriate, the reasons for which any companies are not included.

Regarding external control, the Audit Committee has the following duties:

- To submit to the Board of Directors recommendations concerning the Statutory Auditors in view of their appointment or renewal by the General Meeting of Shareholders, to analyse and issue an opinion on the definition, extent and timetable of their assignment and their fees. For this purpose, the Committee steers the selection procedure for the Statutory Auditors and submits to the Board of Directors a recommendation on the Statutory Auditors proposed for appointment by the General Meeting of Shareholders. The Committee proposes to the Board the selection procedure and, in particular, whether a call for tender should be issued. It supervises the call for tender and approves the specifications and the selection of the companies consulted, taking care to select the "best bid" and not the "lowest bid";
- To ensure the independence of the Statutory Auditors.

Regarding risk analysis and prevention, the Audit Committee has the following duties:

- To analyse all disputes, including fiscal, that may have a significant impact on the parent company financial statements and, where appropriate, the company's consolidated financial statements, or its financial position;
- To examine the company's exposure to significant financial risks. The Committee examines the risks and significant off-balance sheet commitments and assesses the importance of malfunctions or weaknesses that it is made aware of and informs the Board, as appropriate;
- To review the conclusions of internal audit reports;
- To verify the satisfactory application of internal controls and information reporting procedures.

Regarding financial communication, the Audit Committee's duties include reviewing the company's financial communication projects relating to the annual and interim parent company financial statements, as well as quarterly sales.

Given the extent of its remit, the Audit Committee consults with the Statutory Auditors, but also with the Finance, Accounts and Treasury Directors. These meetings may be held, at the Committee's request, without the Company's executive bodies being present.

## Composition of the Audit Committee

The Audit Committee comprises at least three members chosen by the Board of Directors for their accounting and finance expertise, of whom one must be an independent member.

The independence criteria retained by the Audit Committee's internal rules are based on those proposed by the recommendations of the AFEP MEDEF code and the Ethics code and adapted to suit the company's size, organization and means.

## Audit Committee's internal rules

The Audit Committee has adopted a set of internal rules and a charter designed to provide a framework for its duties and operation and, in particular, to ensure the implementation and application of independence criteria for its members. It also includes the conditions for remuneration of the latter.

As of 31 December 2021, the Audit Committee has four members:

- Mrs. Pascale Boissel, Chairwoman of the Committee
- Mrs. Anne-Marie Graffin
- Mr. Lothar Kappich
- Mr. Henri Riey

The Chairwoman of the Audit Committee is independent.

The Chairman of the Board of Directors, who is also the CEO of the Group, is a permanent guest of the Audit Committee, but has no voting rights.

The Head of Controlling of BPS division is also present and acts as the secretary of the meetings. The Audit Committee met five times during fiscal 2021.

## Activity report of the Audit Committee for the 2021 financial year

The Committee reviewed and approved the parent company and consolidated financial statements for 2020.

During its meetings, the Audit Committee addressed and discussed the following points in particular:

- Annual and half-yearly financial statements and quarterly data
- Study and review of the 2021 budget
- Study and review of budget 2022
- Review of the various Company management reports and group management reports, as well as the Universal Registration Document
- Information relating to the financial structure and cash position
- Indicators of risks within the group
- Internal audit compliance report
- Stock market evolution
- Borrowings contracted

## Remuneration and Nomination Committee

### Remuneration and Nomination Committee duties

The Remuneration and Nomination Committee's purpose is to assist the company's Board of Directors in setting the remuneration policy for corporate officers and, in particular, relating to incentive mechanisms (allocation of stock options and bonus shares) that the company may implement.

During the year, the Remuneration and Nomination Committee may consult all the company's executive members, after it has informed the Chairman of the Board of Directors, and must report on this to the Board.

The Remuneration and Nomination Committee's duties also include assisting the Board of Directors with the appointment or renewal of Board members. In its works, the Remuneration and Nomination Committee considers possible succession plans that make it possible to respond to unforeseeable replacements (illness, death, unexpected resignation).

## Composition of the Committee and functioning

As of 31 December 2021, the Remunerations and Nominations Committee has four members:

Mr. Lothar Kappich, appointed member of the Remunerations of Nominations Committee during the Board of Directors meeting that took place on October 10, 2017, was appointed Chairman of the Committee by its members during the meeting held on 15 February 2018. His mandate as Chairman of the Committee was renewed on March 26, 2019.

- Mrs. Anne-Marie Graffin
- Mrs. Susan Dexter
- Mr. Henri Riey

Two of the four members of the Remuneration and Nomination Committee are independent.

Additionally the Head of Controlling of BPS division is also present and acts as the secretary of the meetings. Besides the Director representing the Employees also attend the meetings of the Remuneration and Nomination Committee.

The Remunerations and Nominations Committee met twice in the 2021 fiscal year.

## Report on the activities of the Remuneration and Nomination Committee for the 2021 financial year

- Approval of annual remuneration of non-executive directors in 2020
- Assessment of the criteria for the remuneration of Directors in 2020 (including the Assessment of the criteria for fixed, variable, extraordinary and other forms of remuneration for the CEO, allocated in 2020 by Sartorius AG)
- Approval of the Directors' remuneration policy for 2021 described on page 105
- Discussion on succession plans and Board Member mandates renewal.



# Report on Corporate Governance

## 1. Regulated Agreement

The Company has decided to continue the services agreement between the Company and Sartorius AG, made effective retroactively since January 1st, 2015 and adopted by the Annual Shareholders' meeting of April 4th, 2017, and covering the recharge of services of the Company's Officers.

The said agreement contains the following modalities:

1. Nature: General assistance and administrative services
2. Purpose: formalization of the recharges between the Company and its parent company.
3. Amounts invoiced in the two past years:

For Mr. Joachim Kreuzburg:

Year 2020: 761 917€

Year 2021: 883 200 €

For René Fáber:

Year 2020: 608 400€

Year 2021: 511 599 €

Taking into account the results of the vote of the 4<sup>th</sup> resolution of the shareholders' meeting held on March 24, 2021 on the approval of this regulated agreement, the Board of Directors, in its meeting held on February 9, 2022, upon proposal of the Remuneration and Nomination Committee, has (i) reviewed and decided remuneration policies of the executive corporate officers for the 2022 financial year and (ii) decided to terminate the abovementioned services agreement and not to renew it for the 2022 financial year.

Details on the remuneration policy and payment of the corporate officers are described in the Section Remuneration of the Members of the Board, page 105.

## 2. Other Information

### Information required by Article L 22-10-9 of the French Commercial Code

The information referred to in Article L. 22-10-9 of the French Commercial Code is described in the chapter entitled "Remuneration of Directors" in the 2021 Universal Registration Document (page 105).

In accordance with the provisions of Article L. 225-100 II of the French Commercial Code, this information will be submitted for shareholder approval at the shareholders' Meeting of 29 March 2022, in its sixth (6<sup>th</sup>) resolution.

## Remuneration of the Chairman and Chief Executive Officer for the financial year 2021

The fixed, variable and exceptional items making up the total remuneration and benefits of all kinds due or awarded to Mr. Joachim Kreuzburg, Chairman and Chief Executive Officer, for the financial year ended December 31, 2021, are described in the chapter entitled "Remuneration of Directors" in the 2021 Universal Registration Document (page 105).

In accordance with the provisions of Article L. 225-100 III of the French Commercial Code, these items will be submitted for shareholders' approval at the shareholders' meeting of March 29, 2022, in its seventh (7th) resolution (ex post vote)

## Remuneration policy for the Chairman and Chief Executive Officer for the 2022 financial year

The remuneration policy for the Chairman and Chief Executive Officer for the 2022 financial year, mentioned in Article L. 22-10-8 of the French Commercial Code, is set out in the chapter entitled "Remuneration of Directors" in the 2021 Universal Registration Document (page 105).

This remuneration policy will be submitted for shareholders' approval at the shareholders' meeting of March 29, 2022, in its eighth (8th) resolution (ex ante vote).

## Remuneration policy for the Deputy Chief Executive Officer for the 2022 financial year

The remuneration policy for the Deputy Chief Executive Officer for the 2022 financial year, mentioned in Article L. 22-10-8 of the French Commercial Code, is set out in the chapter entitled "Remuneration of Directors" in the 2021 Universal Registration Document (page 105).

This remuneration policy will be submitted for shareholders' approval at the shareholders' meeting of March 29, 2022, in its ninth (9th) resolution (ex ante vote).

# Corporate Governance Code / AFEP MEDEF

Since the 2008 fiscal year, the Sartorius Stedim Biotech S.A. Board of Directors decided to follow the AFEP-MEDEF recommendations, as revised in January 2020, as the reference code for corporate governance (see [www.medef.fr](http://www.medef.fr)).

The AFEP-MEDEF Corporate Governance Code (the "Code") defines a set of regulations for good and responsible corporate governance. It follows the "comply or explain" principle that is implemented in most countries of the European Union. If a listed company does not comply with a recommendation of this Code, it must explain this in its corporate governance report.

In accordance with article 27.1 of the Corporate Governance Code for listed companies in effect from the presented date (the "Code"); listed companies referring to the code are required to precisely identify, in their Universal Registration Document, the application of these recommendations. In case of non-application of one of these provisions, companies are required to provide a comprehensible, relevant and circumstantial explanation according to the rule "apply or explain". It is recommended by the AMF (recommendation n°2014-08 of 22 September 2014) that companies indicate in a specific table each recommendation that are not applied and the related explanations.

## Specific table on recommendations of the AFEP MEDEF Code for the Governance of listed Companies

Article	Deviations of the provisions of the Code	Explanations
3.2-3.4	<p>Disclosure of the option selected</p> <p>It is essential for the shareholders and third parties to be fully informed of the choice made between separation of the offices of Chairman and Chief Executive Officer and maintenance of these positions as a single office.</p>	<p>The Board of Directors has opted for the Chairman's functions meeting of the Board Committee and as Chief Executive Officer in order to simplify the company operational management and increase its effectiveness.</p> <p>This organization turned out to be a factor of efficient governance considering the organization of the Sartorius Stedim Biotech Group. Mr. Joachim Kreuzburg is Chairman of the Board and CEO of Sartorius AG, the parent company of the group. He is on one hand bound to the controlling shareholder and on the other hand very involved in the business affairs of the Group which he particularly knows and experienced. In order to ensure a fair balance of powers, Sartorius advocates to have a certain number of identical decision-makers at the parent company and SSB SA level, so that both interests can be represented at the same hierarchical level, with the same legitimacy and level of information. To accompany this choice, specific measures are in place for a fair balance of powers (Internal Regulation, and Board Members Charter – See the Universal Registration Document in page 208 to 210 for further details and extract). The internal regulations provide that important decisions cannot be taken by the CEO or Deputy CEOs without the prior approval of Board of Directors. Furthermore, in compliance with Article 11.3 of the AFEP-MEDEF Code, one meeting of the Board of Directors, is held annually, without the executive corporate officers at the end of each year. Also, the Board of Directors is proceeding to an annual evaluation of its functioning to identify the improvements that could be made. The result of the evaluation shows that this organization is well suited for the interests of the company.</p>
16.1	<p>Independent directors within the Audit Committee</p> <p>The proportion of independent Directors on the audit committee (excluding the directors representing employee shareholders and directors representing employees, who are not taken into account) should be at least equal to two-thirds, and the committee should not include any executive director.</p>	<p>On December 31, 2021 50% of the Audit Committee members are independent (i.e. two members out of four). This is the direct consequence of the loss of the status of independent of one of its members during the fiscal year ended on December 31, 2019 (Mr. Henri Riey). The Audit Committee is chaired by an independent administrator: Mrs. Pascale Boissel. In view of her high experience in finance topics of the members of the Audit Committee, and in particular of its chairwoman, the Board of Directors considers that the current composition ensures the efficiency of the work of the Committee. No executive director is a member of the Audit Committee.</p>

Article	Deviations of the provisions of the Code	Explanations
16.3	Examination deadline of the accounts between the Audit Committee and the Board of Directors.	<p>For practical reasons, connected in particular to the presence within the Committee of a majority of non-resident members, the meetings of the Audit committee usually take place the same days as those of the Board of Directors. Taking into consideration this obligation, and in order to give to the Audit committee the possibility of achieving completely its missions, the internal rules of the Board mentions that any documents and useful information must be communicated to the Board by the Chairman and Chief Executive Officer upfront and in a sufficient delay. The files are then transmitted to the members of the Audit Committee with a sufficient upstream delay and at the latest three days before every meeting of the Committee or of the Board allowing them to have a sufficient delay for the examination of the statements before these meetings.</p> <p>Therefore, each member of the said committee is spending the necessary time to examine each topic and is duly enabled to require such information if needed.</p>
17/18	<b>The Committee in charge of Remuneration and Nomination</b>	
17.1/18.1	<p>Independent directors within the Remuneration and Nomination Committee</p> <p>It must mostly consist of independent Directors</p> <p>It is recommended that the Chairman of the committee should be independent.</p> <p>It is recommended that one of its members should be an employee Director</p>	<p>The Board of Directors decided to create a Remuneration and Nomination Committee.</p> <p>On December 31, 2021, 50% of the Remuneration and Nominations Committee members are independent (i.e. 2 members out of four). This is the direct consequence of the loss of the status of independent of one of its member during the fiscal year ended on December 31, 2019 (Mr. Henri Riey). It is further mentioned that the Chairman and Chief Executive Officer of the Board is not a member of the committee. For historical reasons related to the company share options, the composition of the specialized committee was reflecting the aim by our shareholder to reflect a balance between the directors representing the shareholders and the independent directors.</p> <p>Mr. Lothar Kappich was appointed Chairman of the Remuneration and Nomination Committee of the Sartorius Stedim Biotech Group for management and consistency reasons: although Mr. Lothar Kappich is non-independent, he is also the Chairman of the remunerations committee of the Sartorius Group AG . He was appointed Chairman of the Committee due to his in-depth knowledge of the Group and his experience in the area of compensation in his function at Sartorius AG, but also due to his status of being the executor of the inheritance of Mr. Horst Sartorius. The community of heirs is the beneficial owner of the controlling shareholder. Our controlling shareholder takes its own responsibility towards the other shareholders, direct and distinct from the Board of Directors' one. He takes particular care to avoid possible conflicts of interests and to fairly take all interests into account. In particular, this is explained because ultimately, the beneficial owner of the controlling shareholder is a community of heirs that has certain restrictions to observe with regards to the control of Sartorius group, including the company. The community of heirs will continue to be bound to those restrictions until July 2028. Therefore a certain dependency of SSB SA vis-à-vis the controlling shareholder will be in place, although SSB SA and the controlling shareholder are listed companies.</p> <p>The Director representing the employees, without being a member of the Remuneration and Nomination Committee, has been invited by the Board of Director to attend and fully</p>

Article	Deviations of the provisions of the Code	Explanations
		participate to the meetings of the Remuneration and Nomination Committee. Discussions related to remunerations and advantages of Company's officers are therefore fully transparent and shared with the Director representing employees.
<b>20.</b>	<b>Ethical rules for directors</b>	
	The Director should be a shareholder personally and hold a fairly significant number of shares to the received Directors' fees; by default if he does hold the shares upon assuming his functions, he must use the acquired Directors' fees when acquired.	The Board of Directors has implemented these ethic principles within its internal regulations, in particular within the Director Charter, which is attached to the internal regulations. Beyond the application of Article L 225-25 of the French Commercial Code, the Board of Directors has left until now the freedom to each Director to invest significantly or not within the company.
<b>22.</b>	<b>Termination of employment contract in the event of becoming a company officer</b>	
22.1	When an employee is appointed as a company officer, it is recommended to terminate his or her employment contract with the company or with a company affiliated to the group, whether through contractual termination or resignation	This recommendation is not applicable since there are no Company's officer under an employment contract with the company. As such, there is no possible plurality of contracts. According to German law, it is not necessary to change such service contract when a person becomes a Managing Director of the company he/she works for. It should also be considered that the Sartorius Stedim Biotech Group is controlled by a German majority shareholder, and the biggest group company is a German company; therefore, in this respect German rules and regulations are very common in the whole group and have to be observed at the respective group level. This aspect relating to the service contract is supported by the information contained in the report on the remuneration of Directors as described in this Universal Registration Document.

# Shareholders' Meeting

## 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. 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. The forms and timescale of the notice of convocation are governed by French laws.

In 2020, in view of the Covid 19 pandemic, a first emergency health law empowered the government to take by ordinance any measure aimed at simplifying and adapting the conditions for the meeting and deliberation of general meetings and collegiate governing bodies of legal persons governed by private law. A second law extending the state of health emergency authorized the government to take specific measures on this subject. Further, in 2021, in accordance with Article 5 of Order No. 2020 - 321 of 25 March 2020 adapting the rules for meetings and deliberations of the meetings and governing bodies of legal persons and entities due to the Covid-19 pandemic, as amended and extended by Order No. 2020 - 1497 of 2 December 2020 extending and amending Order No. 2020 - 321 of 25 March 2020, Sartorius held its annual shareholders meeting on March 24, 2021, in closed doors session (huis clos).

The notice of meeting and the notice of convocation were published in the BALO on February 12 and March 5, 2021 respectively. The documentation relating to the shareholders' meeting held on 24 March, 2021 was posted on the company's website, as prescribed by law.

## 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 French 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).

Moreover, in accordance to the Articles L. 2323-67 paragraph 2 of the French Labor Code, requests of draft resolutions made by the Work Council, to be added on the agenda, are sent in the next 10 days following the publication of the Meeting announcement.

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.

Exceptionally, due to the Covid 19 pandemics, the shareholders' meeting of March 24, 2021, was held in closed session, filmed, broadcasted live, recorded and is available since then, on the Sartorius website. [<https://www.sartorius.com/en/company/investor-relations/sartorius-stedim-biotech-sa-investor-relations/shareholders-meeting>].

## 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.

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.

All legal documents relative to legal information for shareholders are made available to them at the registered office of the company, as well as on the internet website [<https://www.sartorius.com/en/company/investor-relations/sartorius-stedim-biotech-sa-investor-relations/shareholders-meeting>].

Considering the Covid 19 pandemic, and as per French Ordinance N°. 2020-318 , No. 2020-321 of March 25, 2020, and Order No. 2020-1497 of December 2, 2020, Sartorius has held its annual shareholders' meeting on March 24, 2021 in closed session (i.e. without the physical presence of the shareholders or of other persons entitled to attend). All the votes have been performed by correspondence, and the convening to the annual shareholders' meeting has been carried out on a video-based annual shareholders' meeting (ASM) on Wednesday, March 24, 2021, at 14:00 p.m. (CEST).

The Board of Directors had decided at its meeting of 5 February 2021 that the shareholder' meeting would be held in closed session and broadcast live on the company's website. This decision was taken in accordance with French Order no. 2020-321 of 25 March 2020 and Order No. 2020-1497 of 2 December 2020, which adapted the rules relating to shareholder meetings and conferences during the period of a state of health emergency.

As the shareholders' meeting was held in closed session, persons who are normally entitled to attend the shareholders' meeting were informed that it would not be possible to ask questions or submit draft amendments or new resolutions during the shareholders' meeting. In accordance with the procedure described below, shareholders were therefore invited to exercise their postal voting rights prior to the shareholders' meeting.

Shareholders had the opportunity to vote by mail using the Company's paper voting form. Registered shareholders used the voting form attached to their notice of meeting or by VOTACCESS; bearer shareholders requested the voting form and a shareholder certificate from the financial intermediary that manages their shares. They could vote by mail or by VOTACCESS.

In view of the Covid 19 pandemic, which could increase postal delays, it was recommended that the voting form be returned as soon as possible. Due to measures limiting gatherings and travel, it was not possible to request an admission card or to appoint a third party as proxy for a physical participation to the ASM.

The shareholders were not present in person, so they did not have the opportunity to ask questions at the ASM. Therefore, the shareholders had the right to send written questions, which will be answered during the ASM and in the view of the situation, written questions received up to before the end of the second business day preceding the date of the general meeting could have been taken into consideration.



# Delegation granted for increase in capital by the Shareholders' meeting to the Board of Directors

## Delegation of competence

Object - Duration	Limit	Use in 2021
Ability to issue shares and/or securities giving access to the share capital of the company and/or securities giving the right to the allotment of the debt instruments, with preferential subscription rights of the shareholders. (EGM 06/24/2020 – Resolution n°11)	The limit is €4,000,000 corresponding to the maximum nominal amount of the increase of the share capital and to the maximal nominal amount of the debt instruments and €500,000,000 on the maximum overall limit of the maximum nominal amount of the debt instruments.	None
Granted for a period of 26 months as from 24/06/2020	It being specified that the limits of the nominal amount of the capital increases and debt instrument, with or without preferential subscription rights of the shareholders, set from the twelfth (12 <sup>th</sup> ) to the seventeenth (17 <sup>th</sup> ) resolutions submitted to this Shareholders' Meeting shall be deducted from this overall limit	
Ability to issue shares and/or securities giving access to the share capital of the company and/or securities giving the right of the allotment of debt instruments, without preferential subscription rights of the shareholders – through public offerings ,other than those referred to in the Article L. 411-2 of the French Monetary and Financial Code. (EGM 06/24/2020 – Resolution n° 12)	The limit is deducted on the overall limit of €4,000,000 (increase of the share capital) and on the overall limit of €500,000,000 (debt instruments).	None
Granted for a period of 26 months as from 24/06/2020		
Ability to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders – through public offers addressed exclusively to qualified investors or to a restricted circle of investors as defined in the article L. 411-2 of the French Monetary and Financial Code. (EGM 06/24/2020 – Resolution n° 13)	The limit is deducted on the overall limit of €4,000,000 (increase of the share capital) and on the overall limit of €500,000,000 (debt instruments).	None
Granted for a period of 26 months as from 24/06/2020		
Ability to increase the number of shares and/or securities giving access to the share capital of the Company to be issued in the event of a share capital increase with or without preferential subscription rights of the shareholders. (EGM 06/24/2020 – Resolution n° 14)	The limit amount 15% of initial issue of shares, pursuant to the resolution n°11 to 13 described above.	None
Granted for a period of 26 months as from 24/06/2020		
Ability to issue shares and/or securities giving access to the share capital of the Company, as consideration for securities tendered through public exchange offers initiated by the Company, without preferential subscription right of the shareholders.(EGM 06/24/2020 – Resolution n° 15)	The limit is deducted on the overall limit of 10% of the share capital of the Company at the moment of the capital increase (increase of the share capital) and on the overall limit of €500,000,000 (debt instruments).	None
Granted for a period of 26 months as from 24/06/2020		

Object - Duration	Limit	Use in 2021
Ability to increase the share capital through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted. (EGM 06/24/2020 – Resolution n° 16)	The limit is €4,000,000 (corresponding to the maximum nominal amount of the increase of the share capital); It is a independent limit.	None
Granted for a period of 26 months as from 24/06/2020		
Ability to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders  (EGM 06/24/2020 – Resolution n° 17)	The limit is €4,000,000 corresponding to the maximum nominal amount of the increase of the share capital; it is an independent limit.	None
Granted for a period of 26 months as from 24/03/2021		
Ability to grant free new or existing shares to the benefit of employees or corporate officers (EGM 06/24/2020 - Resolution N°19)	The limit amount of 10% of the Company's share capital calculated on the attribution date	None
Granted for a period of 38 months as from 24/06/2020.		
Ability to reduce the capital by cancelling shares acquired under buyback program (EGM 03/24/2021- Resolution n°15)	The limit is of 10% of the capital of the Company and by period of 24 months.	None
Granted for a period of 18 months as from 24/03/2021		

# Remuneration of the Members of the Board and of the Executive Corporate Officers

## I – Remuneration policy of the Members of the Board and of the Executive Corporate Officers for the 2022 financial year (*ex ante*)

In accordance with Article L. 22-10-8 of the French Commercial Code, the corporate officers' compensation policy, as described herein, will also be subject to a resolution to be proposed to the approval of the shareholders' meeting to be held on March 29th, 2022.

## Remuneration policy of the Executive Corporate Officers

The following remuneration policy describes the remuneration policy for the executive corporate officers for the 2022 financial year and was adopted by the Board of Directors in its meeting held on February 9, 2022.

### **A. Main Features of the Remuneration Policy and Contribution Toward Promoting the Corporate Strategy and Long-Term Development of the Company**

The remuneration policy for the executive corporate officers aims to remunerate the executive corporate officers appropriately in line with their tasks and responsibilities and to directly consider their performance and the success of the company. Accordingly, the remuneration policy includes fixed remuneration components as well as short- and long-term variable remuneration components.

The company strategy seeks to achieve profitable growth and a sustained, long-term increase in the value of the company. This strategy is the basis from which the structure of the remuneration policy is derived for the executive corporate officers of Sartorius Stedim Biotech S.A.: The short-term variable remuneration depends on annual corporate targets that are aligned with key performance indicators for profitable growth of the company. In addition to these, this short-term remuneration can also consider significant non-financial targets. Long-term remuneration depends on a corporate goal that reflects the sustainable and long-term growth of the company and the Sartorius Stedim Biotech group; in addition, part of the long-term remuneration can also be aligned with meeting non-financial targets of the company that are derived from the corporate strategy and are of material significance for the long-term positive further development of the company. As a result, the company's remuneration policy creates incentives to promote the long-term and positive sustainable development of the company.

## B. Details of the Remuneration Policy

### I. Remuneration Components

#### 1. Overview of the Individual Remuneration Components

Remuneration consists of fixed and variable components. The fixed component is the fixed annual salary. The variable performance-based components are comprised of short-term components with a one-year assessment basis and of long-term components with a multi-year assessment basis.

#### 2. Fixed Remuneration

Fixed annual remuneration is cash compensation related to a specific fiscal year and is based in particular on the area of duties and responsibilities of the respective executive corporate officer.

#### 3. Variable Performance-Based Remuneration Components

##### a) Short-Term Variable Remuneration with a One-Year Assessment Basis

In addition to receiving fixed remuneration components, all executive corporate officers are entitled to receive short-term variable remuneration with a one-year assessment basis.

##### Target Parameters

Short-term variable remuneration with a one-year assessment basis consists of several individual components each related to different target parameters. There are four individual components related to the subordinate financial targets of sales revenue | order intake, underlying EBITDA, the ratio of net debt to underlying EBITDA and the so-called Employee Net Promoter Score (ENPS) as a non-financial subordinate target.

The target parameter of sales revenue | order intake is a measure of the average calculated from sales revenue and order intake and is a key performance indicator of growth. Underlying EBITDA as a target parameter stands for earnings before interest, taxes, depreciation and amortization and is adjusted for extraordinary items. This is a key profitability indicator of the Sartorius Stedim Biotech Group and is used to provide a picture of the Sartorius Stedim Biotech Group's operating development that is also internationally better comparable. The target parameter of the ratio of net debt to underlying EBITDA is calculated as the quotient of net debt and underlying EBITDA and is a key financial ratio regarding the Sartorius Stedim Biotech Group's debt financing capacity. The target parameter ENPS (employer net promoter score) reflects the rate at which employees are likely to further recommend a company as an employer and is currently polled twice a year within the scope of global employees' survey.

To develop these financial target parameters, the company provides regular reports as part of its periodic financial reporting. These targets are key control elements for profitable growth as well as for a sustainable and long-term increase in the value of the company and serve to implement the overarching strategic goals of the Sartorius Stedim Biotech Group. The non-financial target parameter ENPS is an indicator of sustained employee retention, which is of essential importance for the competitiveness of a company on the labor market and thus for the long-term successful further development of the company. As a result, this non-financial target parameter also promotes the overarching strategic goals of the company.

The remuneration policy intentionally does not rigidly prescribe the target parameters, however. Rather, the Board can set further target parameters, including non-financial ones, and/or replace existing target parameters by others. In turn, the particular target parameters must be used that the company reports at least once annually as part of its periodic financial reporting. If non-financial target parameters are additionally used, these must be aligned with the targets that are derived from the corporate strategy and are of material importance for the long-term positive development of the company. In adjusting financial target parameters, the Board shall ensure that the particular target parameters in their entirety continue to reflect key control elements for profitable growth as well as a sustainable and long-term increase in the value of the company. In addition, further non-financial targets may also be defined in the future. At least one target parameter is to be based on key indicators that measure the development of business volume and | orearnings.

### Measurement of Target Achievement and Bonus Payment

For each target parameter, the Board determines a formula that is used to calculate the bonus to be paid for the respective individual component based on the degree of target achievement. In the process, the Board also defines (i) the minimum target achievement below which the bonus to be paid is zero, and (ii) the maximum target achievement above which the bonus to be paid no longer increases. As a result, the amount of a bonus to be paid is capped for each subordinate target at a maximum percentage of the individual target amount. This cap is currently 120% for all subordinate targets. However, the Board can elect to define a different cap in the future.

For every individual component of short-term variable remuneration with a one-year assessment basis, the Board shall set an individual target amount for each executive corporate officer before the beginning of a fiscal year. This target amount is used to determine the specific amount of a bonus to be paid based on the level of target achievement defined for the respective fiscal year. The targets are weighted for the individual Board members according to their area of responsibility and, if they are responsible for a division, can be related to the assessment parameters of the particular division, except for the assessment parameters applicable to the Sartorius Stedim Biotech Group.

In the case of financial target parameters, the target at which the full target bonus amount is paid out (= 100% target achievement) is derived by the Board from the approved annual budget for the respective fiscal year and the level of target achievement is determined by comparison with the actual result, which is yielded by the audited and approved consolidated financial statements for the respective fiscal year. If non-financial target parameters are aligned with values that are reported in the Non-Financial Group Report or in the Non-Financial Group Statement for the respective fiscal year, the degree of target achievement is determined by comparison of the target values with the actual results that are presented in the Non-Financial Group Report or in the Non-Financial Group Statement. In determining the level of target achievement, the Board can adjust the actual figure to allow for non-recurring, extraordinary circumstances and/or non-operating items.

Annual short-term variable remuneration is calculated for a fiscal year ended and paid in the following fiscal year. If an executive corporate officer joins or leaves the board without serving for a full year, his or her short-term variable remuneration will be calculated and determined on a pro-rated basis.

### b) Long-Term Variable Remuneration Components

The long-term variable remuneration components for all executive corporate officers consist of the following two individual components: One component is related to the development of the consolidated net profit and one component to the reduction in CO<sub>2</sub> emission intensity as target parameters each in a four-year assessment period. As a result, the long-term variable remuneration components are also aligned with financial target parameters that measure profitable growth and a sustainable and long-term increase in the value of the company and the achievement of the climate targets derived from the company's sustainability strategy, and thus serve to implement the company's overarching strategic objectives.

The remuneration policy intentionally does not rigidly prescribe the target parameters currently used. Rather, the Board can set further financial and/or non-financial target parameters with at least a four-year assessment period, and/or replace existing target parameters by others. If the target parameters are financial, the Board must use those that the company reports at least once annually as part of its periodic financial reporting. In adjusting financial target parameters, the Board shall ensure that the particular target parameters in their entirety continue to reflect key control elements for profitable growth as well as a sustainable and long-term increase in the value of the company. If non-financial target parameters are additionally used, these must be aligned with the targets that are derived from the corporate strategy and are of material importance for the long-term positive development of the company. Moreover, for each target parameter, the Board determines a formula used to calculate the bonus to be paid for the respective individual component based on the degree of target achievement. In the process, the Board also defines (i) the minimum target achievement below which the bonus to be paid is zero, and (ii) the maximum target achievement above which the bonus to be paid no longer increases. As a result, the amount of a bonus to be paid is capped for each subordinate target as a maximum percentage of the individual target amount.

The long-term variable remuneration components are each weighted at 50%. For each of the two individual components, the Board defines a separate individual target amount for every executive corporate officer before the beginning of a fiscal year. This target is used as the basis for calculating the specific bonus amount to be paid out based on the degree of achievement of the associated targets defined for the respective fiscal years.

### Consolidated Net Profit

The individual component related to consolidated net profit has an assessment period of four consecutive fiscal years and begins with the fiscal year in which the tranche concerned is granted. A new tranche is granted on a rolling basis for each fiscal year that a member's appointment lasts. The amount paid out for a particular tranche depends on the total target achievement for the respective assessment period, which corresponds to the average target achievement for each of the four fiscal years of the relevant assessment period. For each fiscal year, the Board annually defines a target for consolidated net profit in euros, which is derived by the Board from the annual budget approved for the respective fiscal year.

To determine the level of target achievement for a fiscal year, the consolidated net profit, excluding amortization (impairment of the value of intangible assets due to business combinations pursuant to IFRS 3) – as reported in the company's consolidated financial statements audited and approved – is compared to the particular target set by the Board. In individual cases, the Board may make further adjustments to the actual amount to allow for non-recurring, exceptional circumstances and/or non-operating items.

The amount to be paid out is determined based on the individual target amount and a formula defined by the Board. It provides for (i) a minimum target achievement which must be exceeded to receive a bonus and below which the amount paid out is zero, and (ii) a maximum target achievement, above which the bonus amount to be paid out no longer increases. The bonus paid out is thus capped in each case at a maximum percentage of the individual target amount. This cap is currently set at 120% and is reached at a target achievement level of 120%. In the future, however, the Board may also define a different cap.

This remuneration component is paid out at the end of the fourth fiscal year of the assessment period for the respective tranche.

### Reduction of CO<sub>2</sub> Emission intensity

This individual component related to the reduction of the CO<sub>2</sub> emission intensity has an assessment period of four fiscal years and begins with the fiscal year in which the tranche concerned is granted. A new tranche is granted on a rolling basis for each fiscal year. The amount paid out for a particular tranche depends on the individual target amount and target achievement for the respective assessment period. For each tranche, the Board annually defines a target for average annual reduction of the CO<sub>2</sub> emission intensity during the assessment period. This target corresponds to the current target of the company's sustainability strategy in each case (currently a 10% reduction per fiscal year as measured using the baseline value for 2019), where the initial value of this target is provided in the reviewed Non-Financial Statement of the previous year. To determine the target achievement of this parameter, the final value used is the actual value of the CO<sub>2</sub>

emission intensity reached in the last fiscal year of the respective four-year assessment period for the corresponding tranche. In individual cases, the Board may make further adjustments to the actual value to allow for base effects and recording inaccuracies.

The amount to be paid out is determined based on the individual target amount and a formula defined by the Board. It provides for (i) a minimum target achievement, and below which the amount paid out is zero, and (ii) a maximum target achievement, above which the bonus amount to be paid out no longer increases. The bonus paid out is thus capped in each case at a maximum percentage of the individual target amount. This cap is consistently set at 120% and is reached at a target achievement level of 120%. In the future, however, the Board may also define a different cap.

This remuneration component is paid out upon expiration of the fourth fiscal year in the respective period of assessment for the tranche concerned.

## 4. Commitments referred to in Article R. 22-10-14, II 6° of the French Commercial Code

The following commitments were subscribed by Sartorius AG, the controlling shareholder of the Company.

### Earlier departure severance

Pursuant to a service agreement entered into between the executive corporate officers and Sartorius AG, the executive corporate officers have committed to a severance pay cap of a maximum of two annual salaries as a maximum, but not more than the salary of the remaining term of such service agreement, to cover cases in which the term of office of the executive corporate officer is terminated prematurely.

In case the term of office of the corporate executive officers is terminated for good cause, no severance is due.

### Non-competition clause

The executive corporate officers have a post-contractual non-competition obligation in accordance with German law. This obligation will last for two years after an executive corporate officer has left the Sartorius group. During this time, if the non-competition clause is not waived or terminated, this corporate executive officer member may claim half of his most recent annual remuneration received from Sartorius AG.

### Pension commitments

The executive corporate officers receive performance-related benefit commitments under a defined benefit plan when reappointed for the first time. In addition to including a basic pension, these commitments provide for the executive corporate officer to make his own contribution from his variable earnings and for the company to match this contribution by a bonus amount. A corporate officer may choose to receive such defined benefits in the form of a monthly retirement pension for old age or as a one-time payment to cover the member's retirement pension for old age and invalidity as well as in the form of survivor's benefits for the surviving spouse and children of the decedent.

Beyond such commitments, the Chief Executive Officer is additionally entitled under a former company pension scheme to receive performance-based retirement benefits based on the salary of a German federal civil servant classified as grade 10 of salary class B for ministry officials according to the Federal Civil Service Remuneration Act (*Bundesbesoldungsgesetz*). Such benefits are paid in the form of a retirement pension for old age and invalidity as well as in the form of survivors' benefits for the surviving spouse and children of the decedent.

After an executive corporate officer has turned 65, this shall be considered the regular age limit at which this executive corporate officer shall automatically be entitled to receive all such benefits.

## II. Procedure for Establishing and Implementing as well as Reviewing the Remuneration Policy

The Board shall establish and regularly review the remuneration policy for the executive corporate officers in accordance with the legal requirements and proposes changes to the annual shareholders' meeting. The remuneration itself will be paid on behalf of Sartorius Stedim Biotech S.A. by the parent company Sartorius AG to the executive corporate officers. In turn Sartorius Stedim Biotech S.A. reimburses Sartorius AG at cost.

In respect of the principles and criteria abovementioned, the Board of Directors, in its meeting held on February 9, 2022, decided that the remuneration policy of the Chairman and Chief Executive Officer and of the Deputy Chief Executive Officer for the 2022 financial year will be as follows (variable remuneration under the assumption of 100% target achievement):

	Chairman and Chief Executive Officer		Deputy Chief Executive Officer	
	in €	% of total remuneration	in €	% of total remuneration
<b>Fixed remuneration</b>	<b>500,000</b>	<b>43.6%</b>	<b>288,000</b>	<b>41.4%</b>
<b>Variable 1 year</b>	<b>420,000</b>	<b>36.6%</b>	<b>240,000</b>	<b>34.5%</b>
Order Intake Sales	168,000	14.6%	96,000	13.8%
Underlying EBITDA	168,000	14.6%	96,000	13.8%
Net debt to underlying EBITDA ratio	42,000	3.7%	24,000	3.4%
Employees' Net Promoter Score	42,000	3.7%	24,000	3.4%
<b>Variable multi year</b>	<b>227,500</b>	<b>19.8%</b>	<b>168,000</b>	<b>24.1%</b>
Net result	113,750	9.9%	84,000	12.1%
CO <sub>2</sub> intensity reduction	113,750	9.9%	84,000	12.1%
<b>Total</b>	<b>1,147,500</b>	<b>100.0%</b>	<b>696,000</b>	<b>100.0%</b>



## Remuneration policy of the Directors

The remuneration for board members is defined in the Board of Directors' internal regulations and comprises fixed remuneration, meeting Directors' fees and reimbursement of out-of-pocket expenses. Directors also serving as a member of a committee of the Board receive higher fixed remuneration as described below.

Directors' fees are calculated on an annual basis. The method of calculating these fees remains the same. It is as follows.

The Directors receive directors' meeting attendance fees whose amount and allocation are established by the Board of Directors in consideration of the limits set by the annual shareholders' meeting:

- Each Director receives a fixed remuneration of €35,000 per year, to be paid after the annual financial statements have been adopted by the annual shareholders' meeting and which falls due for payment after the annual shareholders' meeting. The chairman of the Board receives twice this amount. Furthermore, members of the Board receive an attendance fee of €1,200 per meeting and reimbursement of its expenses in addition to the annual remuneration.
- For their membership to the Audit Committee, each Director receives a lump-sum amount of €6,000 per full year of membership in addition to the attendance fee of €1,200. Insofar as they hold the chair of the Audit Committee, instead of this, they receive a lump-sum amount of €12,000 per full year that they hold the chairperson in addition to the attendance fee.
- For their membership to the Remuneration & Nomination Committee, each Director receives a lump-sum amount of €4,000 per full year of membership in addition to the attendance fee of €1,200. Insofar as they hold the chair of the Remuneration & Nomination Committee, instead of this, they receive a lump-sum amount of €8,000 per full year that they hold the chairperson in addition to the attendance fee.

The remuneration for the activities on any committee is due together with the remuneration under the terms of previous Subsection hereof.

- Any value-added tax is reimbursed by the corporation, insofar as the members of the Board are entitled to invoice the corporation separately for the value-added tax and they exercise this right.
- All these resolutions will not be applied for the Directors that got an executive top management activity at the group level, as well as for the Director(s) representing employees. In this context, the executive corporate officers, as well as the Director(s) representing employees will not receive any remuneration for their membership.

These compensation schemes, subject to all prior approvals shall remain similar for the 2022 financial year

### Remuneration due or awarded to the Members of the Board and of the Executive Corporate Officers for the 2021 financial year (*ex post*)

The purpose of this report is to present a detailed explanation of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration due or awarded to the corporate officers for the 2021 financial year. This information will be subject to a resolution that will be proposed to the approval of the shareholders' meeting to be held on March 29th, 2022.

## Tables Summarizing the Remuneration and Options and Shares Granted to each Executive Corporate Officer

In the 2020 and 2021 financial years, Mr. Joachim Kreuzburg and Mr. René Faber received their remuneration from Sartorius AG, the ultimate parent of the Company. A part of their various remuneration components was charged to the Company and other members of the Sartorius Stedim Biotech Group to reflect their services for the respective companies. In the various tables below, the partial amounts that have been recharged to the Sartorius Stedim Biotech Group are displayed.

### Joachim Kreuzburg (Chairman of the Board and Chief Executive Officer)

€ in K	Year 2021	Year 2020
Remuneration due	2,003	1,776
Valuation of options granted during the reporting period	0	0
Valuation of performance shares granted during the reporting period	0	0
<b>Total</b>	<b>2,003</b>	<b>1,776</b>

### René Fáber (Non-Executive Member)

€ in K	Year 2021	Year 2020
Remuneration due	900	742
Valuation of options granted during the reporting period	0	0
Valuation of performance shares granted during the reporting period	0	0
<b>Total</b>	<b>900</b>	<b>742</b>

The amount cross-charged by the company Sartorius AG to the Sartorius Stedim Biotech Group concerning Mr. Joachim Kreuzburg is €2,208 K (2020: €1,879 K) and concerning Mr René Fáber €1,152 K (2020: €1,216 K). The amount charged to the Company is submitted to the approval of the annual shareholders' meeting pursuant to Articles L. 225-38 et seq. of the French Commercial Code and amounted to €1,395 K (2020: €1,370 K).

## Summary of the Remuneration for each executive corporate officer

### Joachim Kreuzburg<sup>1</sup> (Chairman of the Board and Chief Executive Officer)

€ in K	Year 2021		Year 2020	
	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	500	500	452	452
Variable remuneration				
Annually paid	360	273	273	248
Long-term incentive	1,113	378	1,044	362
Exceptional remuneration	23	23		
Director's attendance fees				
Benefits in kind <sup>2</sup>	8	8	8	8
<b>Total</b>	<b>2,003</b>	<b>1,181</b>	<b>1,776</b>	<b>1,069</b>

1 Dr. Joachim Kreuzburg receives his salary from Sartorius AG for his duty for the entire Sartorius Group. His remuneration is determined annually by the Supervisory Board of Sartorius AG. The amounts shown here reflect the share of remuneration that has been reimbursed by the Group.

2 Company car

### René Fáber<sup>1</sup> (Non-Executive Member)

€ in K	Year 2021		Year 2020	
	Amounts due	Amounts paid	Amounts due	Amounts paid
Fixed remuneration	396	396	396	396
Variable remuneration				
Annually paid	238	235	235	218
Long-term incentive	214	51	99	50
Exceptional remuneration	41	41		
Director's attendance fees				
Benefits in kind <sup>2</sup>	12	12	12	12
<b>Total</b>	<b>900</b>	<b>734</b>	<b>742</b>	<b>675</b>

1 Dr. René Fáber receives his salary from Sartorius AG for his duty for the entire Sartorius Group. His remuneration is determined annually by the Supervisory Board of Sartorius AG. The amounts shown here reflect the share of remuneration that has been reimbursed by the Group.

2 Company car

## Table on Directors' Meeting Fees and Other Remuneration Received by Board Members

€ in K	Year 2021	Year 2020
<b>Pascale Boissel</b>		
Director's attendance fees	63.8	65.0
Other remuneration		
<b>Henri Riey</b>		
Director's attendance fees	65.4	64.2
Other remuneration		
<b>Susan Dexter</b>		
Director's attendance fees	53.4	52.2
Other remuneration		
<b>Anne-Marie Graffin</b>		
Director's attendance fees	65.4	64.2
Other remuneration		
<b>Lothar Kappich</b>		
Director's attendance fees	69.4	68.2
Other remuneration		
<b>Total</b>	<b>317.4</b>	<b>313.8</b>

### Performance Shares Available for Each Board Member

Not applicable.

### Performance Shares Granted to Board Members

There is no performance share program in place for the board members of Sartorius Stedim Biotech S.A.

### Stock Options Granted During the Reporting Period to the Board Members by the Issuer or Any Other Company of the Group

Not applicable.

### Stock Options Exercised During the Reporting Period by Each Board Member

Not applicable.

### Stock Options Granted | Historical Information

Not applicable.

## Stock Options Granted to the Top Ten Non-Corporate Officers and Exercised by Them

Not applicable.

## Remuneration ratios

Remuneration or equity ratios are the ratios between the level of remuneration of the Chairman and Chief Executive Officer and the average and median remuneration of the Company's employees. The table was prepared in accordance with the provisions of Article L. 22-10-9, I of the French Commercial Code.

In order to comply with the AFEP-MEDEF Code, and with the AFEP Guidelines on remuneration ratios published in February 2021, and despite the absence of employees within the Company, the following ratios have been established. This analysis takes into account the French subsidiaries held, directly or indirectly, by the Company.

The numerator of the ratios "Package paid for Mr. Joachim Kreuzburg" is made of the details specified in the above tables, it being specified that the remuneration attributed to Mr. Kreuzburg in consideration for his duties in Sartorius Stedim GmbH, a German subsidiary of the Company, is not taken into account since such ratios only take into account the French subsidiaries.

Figures corresponding to the denominator relates to:

- The number of employees, the calculation of employees (full time, and "continuously present")
- The figures taken into account to calculate the wages of 2021. To ensure consistency, we have chosen to take into account all the wages paid to the employees in 2021: fixed salary, yearly bonus, exceptional premium, benefits

€ in K	Package paid for Mr. Joachim Kreuzburg	Average wages France	Median wages France	Ratio on average remuneration	Ratio on median remuneration
2021	472	52	41	9.0	11.5
2020	427	53	42	8.1	10.3
2019	400	46	36	8.6	11.1
2018	366	46	36	8.0	10.1
2017	373	46	36	8.2	10.4

# Independent Auditors' Fees

## Principal Independent Auditors

### KPMG S.A.

480, avenue du Prado  
CS 90021  
13272 Marseille Cedex 08  
France

Represented by Nicolas Blasquez.

First commissioned by the Annual General Shareholders' Meeting on 7 April 2015.

Date commission expires: 2027 Annual General Shareholders' Meeting to approve the 2026 financial statements.

Member of the Compagnie régionale de Versailles.

### Deloitte et Associés

7, boulevard Jacques Saadé  
Quai de la Joliette  
13235 Marseille Cedex 2  
France

Represented by Christophe Perrau.

First commissioned by the Annual General Shareholders' Meeting on 19 May 2006.

Date commission expires: 2024 Annual General Shareholders' Meeting to approve the 2023 financial statements.

Member of the Compagnie régionale de Versailles.

## Independent Auditors' Fees

€ in K	KPMG				Deloitte			
	2021		2020		2021		2020	
<b>Audit</b>								
Independent audit, certification, parent company & consolidated financial statements								
Parent company	73	7.3%	81	8.1%	66	34.2%	66	38.2%
Subsidiaries	923	92.7%	886	88.3%	127	65.8%	94	54.4%
Services directly related to audit services								
Parent company								
Subsidiaries								
<b>Subtotal</b>	<b>996</b>	<b>100.0%</b>	<b>967</b>	<b>96.4%</b>	<b>193</b>	<b>100.0%</b>	<b>160</b>	<b>92.6%</b>
<b>Other services</b>								
Legal, tax, corporate	0	0.0%	36	3.6%	0	0.0%	13	7.4%
Information technology, other	0	0.0%	0	0.0%	0	0.0%	0	0.0%
<b>Subtotal</b>	<b>0</b>	<b>0.0%</b>	<b>36</b>	<b>3.6%</b>	<b>0</b>	<b>0.0%</b>	<b>13</b>	<b>7.4%</b>
<b>Total</b>	<b>996</b>	<b>100.0%</b>	<b>1,003</b>	<b>100%</b>	<b>193</b>	<b>100.0%</b>	<b>173</b>	<b>100%</b>

€ in K	Other				Total			
	2021		2020		2021		2020	
<b>Audit</b>								
Independent audit, certification, parent company & consolidated financial statements								
Parent company					139	8.3%	147	9.6%
Subsidiaries	248	51.6%	116	32.7%	1,298	77.7%	1,096	71.6%
Services directly related to audit services								
Parent company								
Subsidiaries								
<b>Subtotal</b>	<b>248</b>	<b>51.6%</b>	<b>116</b>	<b>32.7%</b>	<b>1,437</b>	<b>86.0%</b>	<b>1,243</b>	<b>81.2%</b>
<b>Other services</b>								
Legal, tax, corporate	129	26.8%	207	58.3%	129	7.7%	256	16.7%
Information technology, other	104	21.6%	32	8.9%	104	6.2%	32	2.1%
<b>Subtotal</b>	<b>233</b>	<b>48.4%</b>	<b>239</b>	<b>67.3%</b>	<b>233</b>	<b>14.0%</b>	<b>288</b>	<b>18.8%</b>
<b>Total</b>	<b>481</b>	<b>100.0%</b>	<b>355</b>	<b>100%</b>	<b>1,670</b>	<b>100.0%</b>	<b>1,531</b>	<b>100%</b>