

Supplementary Information

06

# Other Information of a Legal Nature

## General Information on the Issuer

### Corporate Name

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

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

### Registered Office

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

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

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

### Legal Form and Applicable Law

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

### Date of Incorporation – Duration

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

## Corporate Purpose

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

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

### Trade and Commercial Register – APE Code

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

### Inspection of Legal Documents at the Registered Office of the Company

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

### Financial Year

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

### Share capital

As of 31 December 2017, the share capital of the Company amounts to €18,436,038, divided in 92,180,190 shares of €0.20 fully paid; 74.3% of which are held by Sartorius AG.

### Specific Clauses in the Company Bylaws

#### Form of Shares

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

#### Appropriation of Profits

The income statement that summarizes the income and expenses of the reporting year discloses by difference, after deduction of amortization, depreciation and provisions, the profit for said reporting year. At least 5% must be deducted from the annual profit reduced, where appropriate, by prior losses, to set up the legal reserve. This deduction ceases to be obligatory when the legal reserve amounts to one tenth of the share capital. This obligatory deduction resumes when, for whatever reason, the legal reserve falls below this one tenth. The distributable profit comprises the profit for the reporting year less prior losses and amounts transferred to reserves, pursuant to French laws and the company bylaws, and increased by profit brought forward. This profit is distributed among all shareholders in proportion to the number of shares each one holds. The Annual General Shareholders' Meeting may decide to distribute amounts taken from reserves available to it by expressly indicating the reserve from which the transfers are made. However, dividends are disbursed by way of priority from the annual profit for the reporting year. Except for a reduction in capital, no distribution may be made to shareholders when the equity falls below, or would consequently fall below, the amount of the capital together with the reserves that French laws or the company bylaws do not permit to distribute. Revaluation surplus is not distributable.

It may be incorporated in full or part into the company's capital. However, after transferring the amounts to the reserves, pursuant to French law, the Annual General Shareholders' Meeting may transfer any amount it considers necessary to all available reserves, ordinary or extraordinary reserves, or carry it forward.

### Shareholders' Meetings

#### Convening

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

#### Agenda

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

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

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

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

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

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

Moreover, in accordance to the Articles L. 2323-67 paragraph 2 of the 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. (Company bylaws, Heading 3, Article 14, excerpt of point 2).

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

#### Admission to Meetings – Powers

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

admission pass by zero hours, Paris time, on the second working day prior to the meeting.

A Shareholder may be represented by another Shareholder, his or her spouse or by the partner with who he or she signed a Civil Partnership. Furthermore, he or she may be represented by any other moral or physical person of his choice in accordance to the Articles L. 225-106 to -106-3 of the Commercial Code; in that aim, the representative must present valid proof of proxy.

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

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

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

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

#### Board of Directors

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

#### Organization and management of the Board of Directors

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

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

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

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

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

#### Meetings and decisions of the Board

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

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

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

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

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

The acting Chairman has a casting vote.

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

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

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

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

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

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

#### Powers of the Board of Directors

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

In its dealings with third parties, the Company is bound even by acts of the Board of Directors that are outside its corporate purpose, unless it can prove that

the third party knew that that act was ultra vires or could not reasonably have been unaware thereof in view of the circumstances, it being specified that mere publication of the articles of association does not suffice to establish proof thereof.

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

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

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

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

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

#### Mode of operation

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

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

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

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

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

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

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

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

#### Powers of the CEO

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

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

#### Executive Vice Presidents

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

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

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

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

Upon the cessation of his duties or in case of impediment affecting the CEO, the Executive Vice Presidents shall retain, unless otherwise decided by the Board of

Directors, their office and authority until the appointment of a new CEO.

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

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

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

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

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

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

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

#### Further Information on Voting Rights

There is no limit in the bylaws on voting rights.

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

In the event of conversion to bearer form, the converted share immediately forfeits its double voting right. In the event of a capital increase by incorporation of reserves, profits or share premium, this double voting right applies to new shares issued and allocated free of charge to a shareholder on the basis of existing shares that already carry this right (Heading 2, Article 3, of the company bylaws). This revision to the bylaws

was unanimously passed by the General Shareholders' Meeting in an extra-ordinary session on August 24, 1994. It may be cancelled by a General Shareholders' Meeting convened in an extraordinary session and after ratification by a Special Meeting of the beneficiary shareholders.

As of December 31, 2017, there were 68,862,437 shares with a double voting right out of a total of 68,909,084 shares. Thus, the total voting rights are 137,771,521.

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

#### Shareholders' agreement

None

#### Crossing Legal Thresholds

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

#### Identification of Shareholders

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

#### Payment of Dividends

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

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

#### Financial score

None

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

## Major Contracts

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

Among these service agreements, the service agreement with the highest volume and importance is in place between Sartorius Stedim Biotech GmbH and Sartorius Corporate Administration GmbH, a 100% subsidiary of Sartorius AG. Sartorius Corporate Administration GmbH provides general administrative services to Sartorius Stedim Biotech and the other entities of the Sartorius Group. Such services include, among others, accounting, treasury management, payroll accounting for human resources, IT systems and legal services. Sartorius Corporate Administration GmbH invoices its services on the basis of the internal and external costs incurred plus a margin of 3%. The services invoiced by Sartorius Corporate Administration GmbH to Sartorius Stedim Biotech GmbH in 2018 totaled million €40.1 against million €36 in 2017.

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

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

### Registered Trademarks and Trademark Applications

Name	EU	Germany	France	International registration in the countries designated	USA	Australia	Brazil	Mexico	UK	Canada
SARTORIUS STEDIM BIOTECH	13/08/2007 No. 006228019 13/08/2027			16/11/2007 No. 962279 16/11/2027 + AU CH KR RU SG TR VN	17/08/2007 No. 3709002 10/11/2019		14/01/2008 7 Trademarks 5 Trademark Applications			09/11/2007 No. TMA844101 21/02/2028
BIOSTAT	23/10/2014 No. 013398722 23/10/2024	04/10/1968 No. 873661 31/10/2018		26/06/1985 No. 494574 26/06/2025 + AT BX CH DE ES FR IT PT	22/07/1988 No. 1572999 26/12/2019		16/12/2014 4 Trademark Applications		16/07/1988 No. 1246230 16/07/2026	
HYDROSART	12/11/2001 No. 002458461 12/11/2021	07/04/1983 No. 1065357 07/04/2023			10/12/2001 No. 2677224 21/01/2023					28/11/2001 No. 609610 06/05/2019
MAXICAPS	04/10/1999 No. 001330885 04/10/2019				15/11/1999 No. 2450203 08/05/2021					
MIDICAPS	15/02/2005 No. 004289724 15/02/2025				16/02/2005 No. 3195052 02/01/2027					
MINISART		09/08/1978 No. 980370 09/08/2018	26/10/1988 No. 1495753 26/10/2018		07/02/1979 No. 1144895 30/12/2020				18/01/1979 No. 1107904 09/08/2019 18/01/1979 No. 1107903 18/01/2020	
SARTOCHECK		13/06/1979 No. 987883 13/06/2019	17/10/1989 No. 1555685 17/10/2019		05/12/1979 No. 1200237 06/07/2022		18/11/2014 No. 908615248 30/05/2027		20/12/1986 No. 1125952 20/12/2020	
SARTOCON		06/06/1979 No. 988000 06/06/2019	17/10/1989 No. 1555684 17/10/2019		15/06/1982 No. 1197792 15/06/2022				20/12/1986 No. 1125951 20/12/2020	
VIROSART	02/11/2004 No. 004103701 02/11/2024	28/07/2004 No. 30443764 31/07/2024			08/02/2016 No. 86900738 24/01/2027					
SARTOFLOW		03/06/1983 No. 1057870 30/06/2023		06/03/1985 No. 494396 06/03/2025 + AT BX CH DE DZ EG ES FR HU IT KP LI MA MC PT RO RS RU SD VN	08/08/2007 No. 3689721 09/29/2019				25/10/1984 No. 1228900 25/10/2025	
SARTOPORE	10/01/2000 No. 001454461 10/01/2020				15/02/2000 No. 2429825 20/02/2021		18/11/2014 2 Trademark Applications			
FLEXBOY	31/08/2005 No. 004614038 31/08/2025		19/04/1993 No. 93465632 19/04/2023	24/01/1995 No. 630378 24/01/2025 + CH CN GB KR SE SG 27/02/2006 No. 879252 27/02/2026 + JP	31/08/1993 No. 2041550 04/03/2027	31/01/1995 No. 651778 31/01/2025		03/09/2003 No. 810249 03/09/2023	31/01/1995 No. 2009384 31/01/2025	
FLEXEL	20/02/1998 No. 000753202 20/02/2018		02/09/1997 No. 97693975 02/09/2027		27/02/1998 No. 2414947 26/12/2020			03/09/2003 No. 810250 03/09/2023		
PALLETANK	01/07/1998 No. 000865865 01/07/2018			11/07/2016 No. 1314189 11/07/2026 + CH IN US						
RAFT	31/08/2005 No. 004614046 31/08/2025									
EVAM	15/10/1999 No. 001344266 15/10/2019									
NUTRIKIT			05/06/1989 No. 1535354 05/06/2019							
NUTRIPOCHE			05/06/1989 No. 1535352 05/06/2019							
BIOSAFE			01/02/1995 No. 95556118 01/02/2025	22/02/2001 No. 758706 22/02/2021 + DE DK GB CH						
FLEXACT	07/05/2009 No. 008285173 07/05/2019			16/10/2009 No. 1028463 16/10/2019 + AU CN JP KR US TR MX SG			06/11/2009 4 Trademarks			26/10/2009 No. 793270 18/11/2026
FLEXSAFE	22/04/2014 No. 012807996 22/04/2024			22/10/2014 No. 1226740 22/10/2024 + CN IN JP KR MX SG TR US			21/10/2014 No. 9084706060 Reg. in Progress			

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

## Registered Trademarks and Trademark Applications

Name	Japan	Denmark	Finland	Ireland	Malaysia	Norway	Sweden	China	Argentina	India	Taiwan
SARTORIUS STEDIM BIOTECH	08/11/2007 No. 5170560 03/10/2018				28/11/2007 12 Trademarks			14/01/2008 13 Trademarks		19/11/2007 13 Trademarks	18/01/2008 13 Trademarks
	22/02/1988 No. 2021770 22/02/2018										
BIOSTAT	27/08/1986 No. 1880889 27/08/2026	28/06/1985 No. 233586 29/08/2026	05/01/1988 No. 100350 05/01/2018	01/07/1985 No. 116688 30/06/2026	11/07/1985 No. 8502982 11/07/2022	27/05/1987 No. 128877 27/05/2027	31/03/1988 No. 209760 31/03/2018	26/04/2012 No. 10830519 14/03/2025	17/12/2014 3 Trademarks 1 Trademark Applications	04/05/2012 No. 2326343 04/05/2022	
HYDROSART	21/11/2001 No. 4663672 18/04/2023										
MAXICAPS	15/10/1999 No. 4535058 11/01/2022										
MIDICAPS	25/02/2005 No. 4906540 04/11/2025										
MINISART	09/02/1979 No. 1583197 26/04/2023										
SARTOCHECK	29/09/1983 No. 1618759 29/09/2023								14/11/2014 No. 3367508 16/10/2025		
SARTOCON											
VIROSART	28/01/2005 No. 5040228 13/04/2027							24/11/2004 No. 4379959 21/06/2018			
SARTOFLOW											
SARTOPORE	02/02/2000 No. 4495393 03/08/2021								12/11/2014 2 Trademarks		
FLEXBOY											
FLEXEL	02/03/1998 No. 4470133 27/04/2021										
PALLETANK	28/02/2006 No. 5005301 24/11/2026										
RAFT											
EVAM											
NUTRIKIT											
NUTRIPOCHE											
BIOSAFE										10/08/2016 1 Trademark Application	
FLEXACT									12/11/2014 4 Trademarks	30/10/2009 4 Trademarks	
FLEXSAFE									21/10/2014 No. 2857836 12/12/2026		

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

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

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and the relevant professional standards applicable in France.

General meeting of shareholders to approve the financial statements for the year ended 31 December 2017

To the Shareholders,

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

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

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

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

### **Agreements and commitments authorized during the previous accounting period**

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

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

We hereby inform you that the following agreements and commitments, authorized during the year end 2017, which were mentioned in our special report on related party agreements and commitments for the year end 2016 and which were not approved by the General meeting of shareholders approving the financial statements for the year end 2016.

#### – Regulated commitments concerning

Mr Joachim Kreuzburg

– With the company Sartorius AG (SAG 74, 3% shareholder of Sartorius Stedim Biotech S.A. (SSB S.A.).

– Persons concerned: Mr Joachim Kreuzburg (Chairman and Chief Executive Officer of SSB SA and Chief Executive Officer of the Executive Committee of SAG) and Mr Reinhard Vogt (Deputy Chief Executive Officer marketing, sales and services of SSB S.A. and member of the Executive Committee of SAG).

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

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

Early departure indemnity cap:

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

Non-competition clause

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

Supplementary retirement commitments

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

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

**Agreements and commitments already approved by the general meeting of shareholders**

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

In accordance with articles R. 225-30 of the French Commercial Code, we have been informed that the execution of the following agreements and commitments, already approved by the General meeting of shareholders in previous financial years, continued during the past financial year.

– General Assistance and Administrative Services Agreement

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

– Person concerned: Mr Joachim Kreuzburg (Chairman and Chief Executive Officer of SSB SA and Chief Executive Officer of the Executive Committee of SAG).

– Nature and purpose: general assistance and administrative services agreement signed on 16 February 2017 with retrospective effect commencing 1 January 2015 for an indefinite duration. This agreement covers the recharging by SAG to SSB S.A. of a part of the remuneration of Mr Joachim Kreuzburg in respect of the services he performs and provides within the company.

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

The amounts invoiced (excluding tax) by SAG to SSB S.A. for the years ended 31 December 2016 and 2017 are detailed below:

– Year end 2017 : € 759 996

– Year end 2016 : € 701 905

Marseille, 16 February 2018

The Statutory Auditors

French original signed by

KPMG Audit  
A division of KPMG S.A.

Deloitte & Associés

John Evans  
Partner

Christophe Perrau  
Partner

# Resolutions Submitted to the Annual Combined Shareholders' Meeting on April 3, 2018

Dear Sir/Madam Shareholder,

We have summoned you in a combined Annual General Shareholders' Meeting in order to submit for your approval the twenty-one resolutions whose purpose is described and commented below.

Please note that the description of the Company's activity required by the law is included in the management report related to 2017 financial year.

## **RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING**

### **First resolution**

*(Approval of financial statements for the year ended 31 december 2017 and discharge to all Directors)*

The Shareholders' meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having considered the corporate accounts for the year ended 31 December 2017 as well as the report of the Board of Directors and the Report of the statutory auditors concerning these financial statements, approved the financial statements for the year ended 31 December 2017, which disclosed a net profit of €49 463 148 as presented, and the transactions reflected in these financial statements or summarized in these reports.

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

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

### **Second resolution**

*(Approval of the consolidated financial statements for the year ended 31 December 2017)*

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

the year ended 31 December 2017 as well as the report of the Board of Directors and the report of statutory auditors concerning these consolidated accounts, approved the consolidated financial statements for the year ended 31 December 2017, which disclosed a net profit of €163 763 200 as presented, and the transactions reflected in these financial statements or summarized in these reports .

### **Third resolution**

*(Assignment of the financial result for the financial year ended 31 December 2017 and setting of the dividend)*

The Annual Shareholders' meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, has decided to assign as follows, the income for the year ended 31 December 2017 totaling €49 463 148.

The following is to be added: Year-earlier profit carried forward: €27 285 623

This would yield a distributable profit of €76 748 771

Total amount of dividends to be disbursed to shareholders €42 402 887

Balance resulting from disbursement: €34 345 884 forward to the next year.

The remaining amount of €34 345 884 to be carried forward to the next year now amounting €34 345 884

Each share of the company with a nominal value of €0,20 will entitle its holder to a payment of a net dividend valued at €0.46

The dividend will be paid as from 11 April 2018.

The distributed amount of €0.46 per share will be eligible to an allowance of 40% applied to physical people residing in France, as referred in article 158.3 - 2 of the general tax code.

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

Exercise	Dividend <sup>1)</sup>	Amount eligible for the 40% abatement	Amount not eligible for the 40% abatement	Dividend per shares <sup>1)</sup>
2016	38,713,209	38,713,209	0 €	0.42€
2015	30,734,476	30,734,476	0 €	2.00€
2014	19,967,009	19,967,009	0 €	1.30€

#### Fourth resolution

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

The Shareholder's Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors concerning regulated agreements as referred in articles L.225-38 and subsequent of the Commercial Code, takes notice of the conclusion of said reports and approves the regulated agreements which are mentioned in said special report.

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

#### Fifth resolution

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

The Shareholder's Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having considered the Board of Directors' report, approves the overall annual amount of the attendance fees allocated for the 2017 financial year and the followings years to come, until the Shareholders' Meeting decides otherwise, amounting to €313 000.

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

#### Sixth resolution

*(Approval of the fixe, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to the Chairman and Chief Executive Officer for the 2017 financial year)*

The Shareholder's Meeting, pursuant to the article L. 225-100 II of the French commercial code, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixe, variable and extraordinary components of the remuneration and the benefits of all kinds due or awarded to Mr. Joachim Kreuzburg, Chairman and Chief Executive Officer, for the 2017 financial year.

#### Seventh resolution

*(Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits of the Chairman and Chief Executive Officer for the 2018 financial year)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having considered the report of the Board of Directors established pursuant to Article L.225-37-2 of the French commercial code, approves the criteria and principles for determining, allocating and awarding components of the compensation and benefits of Mr. Joachim Kreuzburg, Chairman and Chief Executive Officer, for the 2018 financial year.

#### Eighth resolution

*(Renewal of the term of Mrs. Anne-Marie Graffin as Director)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and having considered the Board of Directors's report, indicates that the term of Mrs. Anne-Marie Graffin, as a Director of the Company, is due to expire today, and, in that regard, resolves to approve the renewal of this term of duty for a new three-year term to expire at the end of the Annual Shareholders' Meeting of 2021 convened to approve the financial statements of the financial year ending 31 December 2020.

Mrs. Anne-Marie Graffin, whose term is duly renewed, accepts such renewal of her functions and declares that no incompatibility or prohibition prevents her renewal.

#### **Ninth resolution**

*(Renewal of the term of Mrs. Susan Dexter as Director)*

The Shareholders' Meeting in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and having considered the Board of Directors's report, indicates that the term of Mrs. Susan Dexter, as a Director of the Company, is due to expire today, and, in that regard, resolves to approve the renewal of this term of duty for a new three-year term to expire at the end of the Annual Shareholders' Meeting of 2021 convened to approve the financial statements of the financial year ending 31 December 2020.

Mrs. Susan Dexter, whose term is duly renewed, accepts such renewal of her functions and declares that no incompatibility or prohibition prevents her renewal.

#### **Tenth resolution**

*(Ratification of the cooptation of Mr. Lothar Kappich as Director)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, pursuant to Article L225-24 of the French Commercial Code and 6.7 section 3 of the Company's bylaws, after having considered the report of the Board of Directors, ratifies the cooptation of Mr. Lothar Kappich as Director on September 14, 2017, to replace Mr. Arnold Picot, who passed away on July 9, 2017, until the expiry of the directorship of the latter, i.e., until the Shareholders' Meeting of 2019 convened to approve the financial statements of the financial year ending 31 December 2018.

#### **Eleventh resolution**

*(Renewal of the term of DELOITTE ET ASSOCIES as Statutory Auditors)*

The Shareholder's Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, and after having considered the report of the Board of Directors, notes

the end of DELOITTE ET ASSOCIES' term as Statutory Auditors and decides to approve the Statutory Auditor for a new six years term, i.e. until the Shareholders' Meeting of 2024 convoked to approve the financial statements of the financial year ending 31 December 2023.

The Shareholder's Meeting, has been informed that the Statutory Auditors have not been involved in any merger or transaction involving the Company or its controlled Affiliates over the past two years.

#### **Twelfth resolution**

*(End of term of BEAS as Substitute Auditors)*

The Shareholder's Meeting, in accordance with the quorum and majority requirements applicable to Ordinary Shareholders' Meetings, after having considered the report of the Board of Directors, notes the end of BEAS' term as Substitute Auditors and decides not to re-appoint nor replace the Alternate Auditor.

#### **Thirteenth resolution**

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

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

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

2) decides that the acquisition, sale or transfer of such shares may be effected by any means on the market or over-the-counter, including through the acquisition of blocks of shares; these means include the use of any derivative financial instrument traded on a regulated

market or over-the-counter or the delivery of shares as a result of the issuance of securities giving access to the Company's capital through conversion, exchange, redemption, exercise of a warrant or in any other manner either directly or through an investment service provider; the maximum share of the capital acquired or transferred in blocks may reach the entire program; these transactions may be carried out at any time, including during periods of public offer on the capital of the Company, in compliance with the regulations in force;

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

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

duration of the program: a maximum of 18 months, starting from the date of the present Shareholders' Meeting and expiring on the date when any Shareholders' Meeting of the Company adopts a new share buy back program or, alternatively, on 3 October 2019;

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

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

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

affecting the share capital after the date of this Shareholders' Meeting.

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

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

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

#### **Fourteenth resolution**

*(Proxy to carry out formalities)*

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

#### **RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

#### **Fifteeth resolution**

*(Delegation of authority granted to the Board of Directors 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, with preferential subscription rights of the shareholders)*

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and after having acknowledged that the share capital has been fully paid-up, and in accordance with the provisions of

articles L. 225 - 129 to L. 225 - 129 - 6, L. 225 - 132 to L. 225 - 134 and L. 228 - 91 to L. 228 - 93 of the French Commercial Code:

1) delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with the applicable law and regulations, to proceed with, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, with preferential subscription rights of the shareholders maintained, (i) the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving access to the share capital of the Company, in new or existing shares, and/or (ii) the issuance of securities giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by articles L. 228 - 91 et seq. of the French Commercial Code, it being specified that the shares and securities referred to in (i) and (ii) above may be subscribed for either in cash or by way of compensation of receivables, certain due and payable held upon the Company;

2) delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, with preferential subscription rights of the shareholders maintained, (i) the issuance of securities giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) the issuance of securities giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;

3) sets the following limits to the amounts of the issuances that may be carried out pursuant to the present delegation of authority:

the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority, shall not exceed a maximum amount of two million euros €2,000,000.00 , or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made in order to protect the rights of the holders of

securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions, it being specified that the limits of the nominal amount of the capital increases, with or without preferential subscription rights of the shareholders, set in the sixteenth to twenty-first resolutions of this Shareholders' Meeting shall be deducted from this overall limit;

the nominal value of the debt instruments that may be issued pursuant to this delegation of authority shall not exceed a maximum amount of five hundred million euros (€500,000,000.00 ), or the equivalent value of this amount as at the date of the issuance decision, it being specified that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the limits of issuance of debt instruments set in the sixteenth to twenty-first resolutions of this Shareholders' Meeting shall be deducted from this overall limit.

4) The Shareholders' Meeting:

resolves that the Company's shareholders will have a preferential right to subscribe for the issuance or issuances of shares and/or securities that the Board of Directors may decide pursuant to this delegation of authority on an irreducible basis in proportion of the number of shares then owned by them;

notes that the Board of Directors may grant Shareholders additional preferential rights by introducing a reducible subscription right exercisable in proportion to Shareholders' existing preferential rights and within the limits of their requests;

notes that this delegation of authority automatically entails, to the benefit of the holders of securities which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;

notes that, pursuant to article L. 225 - 134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the issuance of the shares or the securities giving access to the share capital of the Company, the Board of Directors may use, on the conditions provided by law and in the order as it shall determine, any or all of the options listed below:

to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the issuance decided upon;

to freely allocate some or all the unsubscribed shares or securities giving access to the share capital of the Company;

to offer all or part of the unsubscribed shares or securities giving access to the share capital of the Company to the public on French market or abroad;

resolves that any issuance of warrants giving entitlement to subscribe for the Company's shares may also be made by way of free allocations to the owners of existing shares, it being specified that the Board of Directors may decide that fractional allotment rights will be neither negotiable nor transferable and that the corresponding securities will be sold; and

acknowledges that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations.

5) The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:

decide the share capital increase and determine the nature of the shares and/or the securities to be issued;

decide the amount of the share capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;

determine the dates, the terms and conditions of the share capital increase, the characteristics of the shares and/or securities to be issued, in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option

rights); and amend, during the term of the relevant shares and/or the securities, the above terms, in compliance with the applicable formalities;

determine the means of payment of the shares and/or of the securities giving access or that may give access to the share capital of the Company to be issued immediately or in the future;

set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares and/or securities already issued by the Company, attached to the shares and/or securities giving access or that may give access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);

set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of canceling such securities or not, taking into account the applicable legal provisions;

determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to shares may be temporarily suspended;

at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;

duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and

generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders' Meeting and renders ineffective as of this date and within the limit, as the case may be, of the unused portion, any previous delegation of authority with the same purpose.

#### **Sixteenth resolution**

*(Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of 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 offerings)*

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and after having acknowledged that the share capital has been fully paid-up, and in accordance with the provisions of articles L. 225 - 129 through L. 225 - 129 - 6, L. 225 - 134 through L. 225 - 136 and L. 228 - 91 through L. 228 - 93 of the French Commercial Code:

1) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, through public offerings, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, (i) the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving access to the share capital of the Company, in new or existing shares, and/or (ii) the issuance of securities which are equity securities giving access to other equity securities or giving the right to the allotment of debt

instruments, for valuable consideration or free of consideration, governed by articles L. 228 - 91 et seq. of the French Commercial Code, it being specified that the shares and securities referred to in (i) and (ii) above may be subscribed for either in cash or by way of compensation of receivables, certain due and payable held upon the Company.

2) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, through public offerings, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, the issuance of shares and/or of securities giving or capable of giving access to the share capital of the Company following the issuance by the companies that the Company holds directly or indirectly more than half of the share capital or by any company which directly or indirectly holds more than half of the Company's share capital, of securities giving or capable of giving access to the share capital of the Company; this delegation of authority automatically entails an express waiver by the shareholders of their preferential subscription rights in respect of the shares and/or the securities giving or capable of giving access to the share capital of the Company to which these securities may give access;

3) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, through public offerings, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, (i) the issuance of securities giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) the issuance of securities giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;

4) Sets the following limits to the amounts of the issuances that may be carried out pursuant to this delegation of authority:

the nominal value of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of two million euros (€2,000,000.00 ), or the equivalent value of this amount as at the date of the

issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made in order to protect the rights of the holders of securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions, it being specified that the nominal value of the share capital increases carried out pursuant to this delegation of authority shall be deducted from the overall limit set in paragraph 3.a/ of the fifteenth resolution of this Shareholders' Meeting;

the nominal value of the debt instruments that may be issued immediately or pursuant to this delegation of authority shall not exceed a maximum amount of five hundred million euros (€500,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, it being specified that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the nominal value of the debt instruments shall be deducted from the overall limit set in paragraph 3.b/ of the fifteenth resolution of this Shareholders' Meeting;

5) Resolves to waive the shareholders' preferential subscription rights on the shares and/or securities which may be issued pursuant to this delegation of authority, it being specified that the Board of Directors may grant shareholders a priority subscription period, in respect of all or part of the issuance of shares and/or securities giving access to the share capital of the Company for such period and on such terms as it shall determine in accordance with the provisions of article L. 225-135 paragraph 5 of the French Commercial Code, this priority subscription period shall not give rise to the creation of negotiable rights, shall be exercised in proportion to the number of shares owned by each shareholder and may be exercised, as the Board of Directors considers appropriate, on a reducible and irreducible basis, it being specified that shares and/or securities not subscribed for in said manner will be the subject to a public offering in France or abroad.

6) Notes that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the share capital of the Company, which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;

7) Notes that, pursuant to article L. 225-134 of the French Commercial Code, if the subscriptions, including when applicable, the subscriptions made by the shareholders of the Company, do not absorb the entirety of the issuance, the Board of Directors may use, on the conditions provided by law and in the order as it shall determine, any or all of the options listed below:

amount equals at least three quarters of the amount of the issuance decided upon;

to freely allocate some or all the unsubscribed shares or securities;

8) Notes that pursuant to article L. 225-136 of the French Commercial Code:

the issue price of the shares to be issued shall be at least equal to the minimum set forth by applicable law and regulations as at the date of the issuance decision;

the issue price of the securities giving or capable of giving access to the share capital of the Company to be issued shares shall be such that the amount collected by the Company immediately, increased if applicable, by the amount which could be collected later on by the Company shall be, for each share issued consequently to the issue of these securities, at least equal to the amount set forth in the paragraph above;

9) States that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations.

10) The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:

decide to increase the share capital and determine the nature of the shares and/or the securities to be issued;

decide the amount of the capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;

determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares and/or securities to be issued; in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code, set their interest rate (interest rate

which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights); and amend, during the term of the shares and/or the securities in question, the above terms, in compliance with the applicable formalities;

determine the means of payment of the shares and/or of the securities giving or capable of giving access to the share capital of the Company to be issued immediately or in the future;

set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares or securities already issued by the Company, attached to the shares and/or securities giving access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);

set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of canceling such securities or not, taking into account the applicable legal provisions;

determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to shares may be temporarily suspended;

at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company;

duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and

generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders' Meeting and renders ineffective as of this date and within the limit, as the case may be, of the unused portion, any previous delegation of authority with the same purpose.

### **Seventeenth resolution**

*(Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments, without the preferential subscription rights of the shareholders through private placements referred to in article L. 411 - 2 II of the French Monetary and Financial Code)*

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and noted that the share capital has been fully paid-up, and in accordance, on the one hand, with the provisions of articles L. 225-129, L. 225-129-2, L. 225-134 through L. 225-136 and L. 228-91 through L. 228-93 of the French Commercial Code, and, in the other hand, with those of article L. 411-2, II of the French Monetary and Financial Code :

1) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, through private placements referred to in article L. 411-2, II of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, in euro or in any other currency or monetary unit established by reference to a basket of currencies, (i) the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving or capable of giving access to the share capital of the Company, in new or existing shares, and/or (ii) the issuance of securities which are equity securities giving access to other equity securities or giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by articles L. 228-91 et seq. of the French Commercial Code, it being specified that the shares and securities referred to in (i) and (ii) above may be subscribed for either in cash or by way of compensation of receivables, certain due and payable held upon the Company;

2) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, through private placements referred to in II of article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, in euro or in any other currency or monetary unit established by reference to a basket of currencies, the issuance of shares and/or securities giving or capable of giving access to the share capital of the Company to issue after the issuance, by the companies in which the Company holds directly or indirectly more than half of the share capital or by any company that holds directly or indirectly more than half of the share capital, of

securities giving or capable of giving access to the share capital of the Company; this decision shall automatically entails, to the benefits of the holders of the securities that may be issued by the above companies, an express waiver by shareholders of their preferential subscription rights in respect of the shares or securities giving or capable of giving access to the capital of the Company to which these securities entitle;

3) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, with preferential subscription rights of the shareholders maintained, (i) the issuance of securities giving or capable of giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) the issuance of securities giving or capable of giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;

4) Sets the following limits to the amounts of the issuances that may be carried out pursuant to this delegation of authority:

a/ the nominal value of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of two million euros (€2,000,000.00) in the limit of 20% of the share capital, or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made, in order to protect the rights of the holders of securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions, it being specified firstly that this limit is mutual with the limit sets in paragraph 4.a/ of the eighth resolution and shall be deducted from it and, secondly, that the nominal amount of either the capital increase or the share capital increases made under this delegation shall be deducted from the overall limit set in paragraph 3.a/ of the fifteenth resolution of this Shareholders' Meeting;

b/ the nominal value of the debt instruments that may be issued pursuant to this delegation of authority shall not exceed a maximum amount of five hundred million euros (€500,000,000.00) or the equivalent value of this amount as at the date of the issuance decision, it being specified, firstly, that this limit is mutual with the limit set in paragraph 4.b/ of the eighth resolution and shall be deducted from it and, secondly, that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the nominal amount of debt instruments shall be deducted from the overall limit set in the paragraph 3.b/ of the fifteenth resolution of this Shareholders' Meeting;

5) Decides to waive the preferential subscription rights of the shareholders of the Company on shares and/or securities that may be issued pursuant to this delegation of authority.

6) Notes that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the capital of the Company which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;

7) Notes that, pursuant to article L. 225-134 of the French Commercial Code, if subscriptions, including, when appropriate, the subscriptions of the shareholders of the Company, do not absorb the entirety of the issuance, the Board of Directors may use, on the conditions provided by law and in the order as it shall determine, any or all of the options listed below:

to limit the share capital increase to the amount of the subscription, provided that said amount equals at least three quarters of the amount of the issuance decided upon;

to freely allocate some or all the unsubscribed shares or securities giving access to the share capital of the Company;

8) Notes that, pursuant to article L. 225-136 of the French Commercial Code:

the issue price of shares issued directly shall be at least equal to the minimum stipulated by the laws and regulations applicable on the date of the issuance decision,

the issue price of securities giving or capable of giving access to the share capital of the Company will be such that the sum received immediately by the Company, increased, if applicable, by that likely to be subsequently received by it for each share issued as a result of the issuance of these securities, shall be at least equal to the minimum subscription price referred to in the preceding paragraph,

9) Acknowledges that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations.

10) The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:

decide the share capital increase and determine the nature of the shares and/or the securities to be issued;

decide the amount of the share capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;

determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares and/or securities to be issued; in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights), and amend, during the term of the shares and/or the securities in question, the above terms, in compliance with the applicable formalities;

determine the means of payment of the shares and/or of the securities giving or capable of giving access to the share capital of the Company to be issued immediately or in the future;

set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares or securities already issued by the Company, attached to the shares and/or securities giving access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);

set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;

determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving or capable of giving access to shares may be temporarily suspended;

at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;

duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and

generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders' Meeting and renders ineffective as of this date and within the limit, as the case may be, of the unused portion, any previous delegation of authority with the same purpose

### **Eighteenth resolution**

*(Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders)*

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to decide, for each of the issuances made pursuant to the seventh to ninth resolutions, to increase the number of shares and/or securities giving or capable of giving access to the capital of the Company to be issued in case of share capital increase of the Company with or without preferential rights of shareholders at the same price as the price for the initial issuance and within the time and limits provided by law and regulations and market practices in the day of the issuance decision, and to this day for a period of thirty (30) calendar days from the closing of the subscription and within the limit of fifteen percent (15%) of the initial issue, particularly in order to grant an over-allotment option, provided that the release of shares and/or other securities issued under this delegation of authority may be made either in cash or by way of compensation of receivables, certain due and payable held upon the Company;

2) Decides that the nominal value of any share capital increases decided pursuant to this delegation of authority shall be deducted from the amount of the fixed overall limit in paragraph 3.a/ of the fifteenth resolution of this Shareholders' Meeting.

The Board of Directors may not, without prior authorization granted by the Shareholders' Meeting, use this delegation as from the filing by a third party of a public tender offer on the Company's securities until the end of the offer period.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders' Meeting and renders ineffective as of this date and within the limit, as the case may be, of the unused portion, any previous delegation of authority with the same purpose.

#### **Nineteenth resolution**

*(Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders)*

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129 et seq., L. 225-147 and L. 228-91 to L. 228-93 of the French Commercial Code:

1) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to decide, in one or several times, in the proportion and at the times it considers appropriate, on the report of the contributions statutory auditor referred to in article L. 225-147 of the French Commercial Code, the issuance of shares, excluding preference shares and / or securities of any kind whatsoever, excluding securities giving or capable of giving entitlement to preference shares, giving or capable of giving access to the share capital of the Company, whether new or existing shares, in consideration for contributions in kind granted to the Company and consisting of shares and/or securities giving or capable of giving access to the capital when the provisions of article L. 225-148 of the French Commercial Code are not applicable;

2) Decides that the nominal amount of any share capital increases that may be realized immediately or in the future under this delegation of authority may not exceed ten percent (10%) of the share capital of the Company, it is being specified, that the nominal amount or the capital increases made under this delegation of authority shall be deducted from the overall limit set in paragraph 3.a/ of the fifteenth resolution of this Shareholders' Meeting;

3) Decides that the securities giving or capable of giving access to the capital of the Company issued may consist of debt securities or be associated with the issuance of such securities or enable their issuance as intermediate securities, it is being specified, firstly, that the nominal amount of debt securities that may be issued pursuant this delegation of authority may not exceed the sum of five hundred million euros (€500,000,000.00) or the equivalent value of the amount on the date of the issuance decision, and, secondly, that the nominal amount of debt securities shall be deducted from the overall limit set in paragraph 3.b/ of the fifteenth resolution of this shareholders' meeting;

4) Decides to waive the preferential subscription rights of the shareholders of the Company on shares and/or securities giving or capable of giving access to the share capital of the Company that may be issued pursuant to this delegation to the holders of shares and/or securities, subject of the above contributions in kind;

5) Notes that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the share capital of the Company and which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future.

The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:

decide to increase the share capital of the Company

in consideration of the above contributions in kind and determine the nature of the shares and/or securities to be issued;

set the list of shares and/or securities contributed, approve the valuation of contributions in kind, establish the terms for the issuance of shares and/or securities remunerating these contributions, and if necessary, the amount of the cash payment to be made, approve the granting of particular advantages, and reduce, if the contributors consent, the valuation of contributions in kind or the compensation of particular advantages;

determine the issuance procedures and characteristics of the securities remunerating contributions in kind and make all adjustments to take into account the impact of transactions on the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;

at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company, and

generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders' Meeting and renders ineffective as of this date and within the limit, as the case may be, of the unused portion, any previous delegation of authority with the same purpose.

## Twentieth resolution

*(Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted)*

The Shareholders' Meeting, having fulfilled the quorum and majority requirements applicable to Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and in accordance with the provisions of articles L. 225-129 to L. 225-129-6 and L. 225-130 of the French Commercial Code:

1) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in the proportion and at the times it considers appropriate, the increase of the share capital of the Company by the incorporation of share premiums, reserves, earnings or other amounts that may be converted into capital successively or simultaneously in accordance with applicable law and the articles of association, by freely allocating new shares and/or by increasing the nominal value of existing shares, or through a combination of the two procedures according to the terms that it will set;

2) Resolves that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of two million euros (€2,000,000.00) it being specified that this nominal amount is a limit separate from the overall limit set in paragraph 3.a/ of the fifteenth resolution of this Shareholders' Meeting.

The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:

determine the amount and nature of sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares is to be increased and decide the date, which may be retrospective, from which the new shares will be entitled for dividend or the increase in the nominal value of the existing shares will take effect;

decide, in the event of shares to be issued:

that fractional rights will not be negotiable and that the corresponding shares will be sold, the proceeds of such sale being allocated to the holders of the rights on terms specified in the law and regulations;

make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;

at its own discretion, charge, if any, the costs of capital increases against available reserves arising thereon and deduct from this amount the sums necessary to increase the legal reserve;

duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and

generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders' Meeting and renders ineffective as of this date and within the limit, as the case may be, of the unused portion, any previous delegation of authority with the same purpose.

## **Twenty-first resolution**

*(Delegation of authority granted to the Board of Directors 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)*

The Shareholders' Meeting, having fulfilled the quorum and majority requirements pertaining to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of articles L. 225 - 129 et seq. and articles L. 225 - 138 and L. 225 - 138 - 1 of the French Commercial Code and with articles L. 3332 - 1 et seq. of the French Labor Code:

1) Delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in the proportion and at the times it considers appropriate, the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving or capable of giving access to the share capital of the Company, in new or existing shares, reserved for members of company savings plans or any other plan for whose members a capital increase may be reserved on equivalent terms under article L. 3332 - 18 of the French Labor Code, implemented within a French or foreign entity or group of entities falling within the scope of the Company's consolidated or combined financial statements pursuant to articles L. 3344 - 1 and L. 3344 - 2 of the French Labor Code, it being specified that the payment of the shares and/or securities may be subscribed either in cash or by way of compensation of receivables, certain due and payable held upon the Company, either by the incorporation of the reserves, the benefits or the premiums to the share capital in the event of free share allocation as the result of the discount and/or the abundance;

2) Decides that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of two million euros (€2,000,000.00), it being specified that this maximum is separate from the overall limit set in paragraph 3.a/ of the fifteenth resolution of this Shareholders' Meeting;

3) Resolves to waive the preferential subscription rights of shareholders of the Company with respect to the shares and/or the securities giving access to the share capital of the Company which may be issued pursuant to this delegation of authority, in favor of the beneficiaries defined in paragraph 1 above, and notes that this delegation of authority automatically entails, to the benefit of the holders of securities which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;

4) Resolves that the issue price of the shares and/or securities giving or capable of giving access to the share capital of the Company will be set in accordance with articles L. 3332-18 et seq. of the French Labor Code, provided that, the discount set shall not be lower than twenty per cent (20%) of the average quoted price of the Company's share on the regulated market Euronext Paris over the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period reserved for the members of company savings plans, nor exceed twenty per cent (20%) of this average; however the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the aforementioned discount, as it considers appropriate, in particular in order to take into consideration the international accounting standards, or, inter alia, locally applicable legal, accounting, tax or social provisions in the countries of certain beneficiaries, the Board of Directors may also substitute all or part of the discount by granting shares and/or securities giving access to the share capital of the Company pursuant to the provisions below;

5.) Authorizes the Board of Directors, according to this delegation of authority, to freely allot shares and/or securities giving access immediately or in the future to share capital of the Company to the members of company savings plans to replace in part or all of the discount and/or, if applicable the abundance, it being specified that the total advantage resulting from this allocation in relation with the discount and/or the abundance may not exceed the legal and regulatory limits.

The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:

establish in accordance with the law a list of companies or groups of companies for which the beneficiaries indicated in paragraph 1 above may subscribe for the shares and/or securities giving or capable of giving access to the capital of the Company thereby issued and who may be freely allotted shares and/or securities giving or capable of giving access to the capital of the Company;

decide that subscriptions for the shares and/or securities may be made directly by beneficiaries belonging to an entity or group savings plan, or via dedicated mutual funds or other vehicles or entities permitted under the applicable law and regulations;

determine the conditions, in particular as regards length of service, that must be met by the beneficiaries of the new shares or securities that may be issued by the capital increases made according to this resolution;

set the opening and closing dates for subscriptions of the shares and/or securities;

set the amounts of the issuances to be made under the present delegation of authority and in particular determine the issue price, terms and conditions of subscription, payment, delivery and date of entitlement to dividends of the shares and/or the securities, which may be retrospective, rules for reduction in the event of oversubscription and any other terms and conditions of the issues, subject to applicable legal and regulatory limits;

provide for the possibility to proceed, according to the conditions it shall determine, as the case may be, with any adjustments required in accordance with the legal and regulatory provisions;

in the case of an issue of new shares, charge any amounts required to pay up said shares against reserves, profits, or share premium;

at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and

generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

This delegation of authority is granted for a period of twenty-six (26) months as of the date of this Shareholders' Meeting and renders ineffective as of this date and within the limit, as the case may be, of the unused portion, any previous delegation of authority with the same purpose.

# Report of the Board of Directors

## BOARD OF DIRECTORS' REPORT ON RESOLUTIONS SUBMITTED TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING ON 3 APRIL 2018

Dear Sir/Madam Shareholder,

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

Please note that the description of the Company's activity required by the law is included in the management report related to 2017 financial year.

### Approval of the annual financial statements and allocation of the results

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

to approve the Sartorius Stedim Biotech SA's financial statements for the year ended on 31 December 2017 which disclosed a net profit of €49,463,148 and to discharge all directors.

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

The purpose of the **second resolution** is to approve the consolidated financial statements for the year ended 31 December 2017 amounting €49,463,148.

The detailed financial statements are included in the Reference Document available on the Company's website [www.sartorius-france.fr/com](http://www.sartorius-france.fr/com).

The purpose of the **third resolution** is to allocate the 2017 results and to determine the amount of dividends to be paid to the Shareholders.

The net profit resulting from the 2017 financial statements amounts to €49,463,148.

We propose to allocate the net profits as follows:

- The following is to be added: Year-earlier profit carried forward: €27 285 623
- This would yield a distributable profit of €76 748 771
- Total amount of dividends to be disbursed to shareholders €42 402 887
- Balance resulting from disbursement: €34 345 884 forward to the next year.
- The remaining amount of €34 345 884 to be carried forward to the next year now amounting €34 345 884

It is proposed to set the 2017 net dividend to €0.46 per share.

The dividend will be paid as from 11 April 2018.

It is stated that the distributed amount of €0.46 per share will be eligible to an allowance of 40% applied to physical people residing in France, as referred in article 158.3-2 of the general code tax

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

Exercise	Dividend1)	Amount eligible for the 40% abatement	Amount not eligible for the 40% abatement	Dividend per shares1)
2016	38,713,209	38,713,209	0 €	0.42€
2015	30,734,476	30,734,476	0 €	2.00€
2014	19,967,009	19,967,009	0 €	1.30€

### Ratification and approval of regulated agreements

The purpose of **fourth resolution** is to, approve the regulated agreements mentioned in Article L.225-38 and seq. of the French Commercial Code, on the basis of the Statutory Auditors' special report which, notably, mentions their financial conditions and the amounts invoiced en 2017.

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

### Approval of the attendance fees

The purpose of **fifth resolution** is to approve the overall annual amount of attendance fees allocated to the Board of Directors amounting to €313,000 for the financial year ending 31 December 2017 as well as for the following financial years and until an adverse decision.

### Approval of the principles and the elements of compensation granted to the Chief Executive Officer

The purpose of the **sixth and seventh** resolutions is to submit to the approval of the shareholders:

- the fixed, variable and exceptional components of the total remuneration and benefits of all kinds due or granted to the Chief Executive Officer for the financial year ending 31 December 2017, as presented in the Reference Document section "Remuneration of the Executive and Non-executive Members of the Board".
- the remuneration policy of the Chief Executive Officer and, more precisely, the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of all kinds awarded to the Chairman and Chief Executive Officer, as presented in the corporate governance report included in the Reference Document section 3. These principles and criteria were determined by the Board of Directors after an opinion of the Remuneration Committee. The amounts resulting from the application of these principles and criteria will be submitted to the approval of the Shareholders Meeting convened to approve the financial statements 2018.

### Situation of the terms of office of three Directors

The purpose of the **eighth and ninth** resolutions is to submit to your approval, after opinion of the Remuneration Committee, the renewal of the term of office of Directors exercised by Mrs Marie Graffin and by Mrs Susan Dexter which will expire at the end of the ordinary part of the Shareholders Meeting dated 3 April 2018.

Complementary information on Mrs. Graffin and Mrs. Dexter resumes can be found in the Reference Document, section 3, The Board of Directors and its Committees.

The purpose of the **tenth resolution** is to ratify the co-optation of Mr Lothar Kappich as Directors, voted by the Board of Directors meeting date 14 September 2017, to replace Mr Arnold Picot who suddenly passed away during the past summer.

Complementary information on Mr. Kappich resume can be found in the Reference Document, section 3, The Board of Directors and its Committees.

Mr Lothar Kappich would be appointed for the remaining period of his predecessor's term of office, i.e. until the end of the Shareholders Meeting convened in 2019 to approve the financial statements of the year ending 31 December 2018.

### Situation of the terms of office of statutory auditors

The purpose of the **eleventh resolution** is to submit to your approval, the renewal of the term of office exercised by Deloitte and Associés which will expire at the end of the ordinary part of the Shareholders Meeting dated 3 April 2018.

The Statutory Auditors declaring no incompatibility for the renewal of their mandate, this term of office would be renewed for a new six financial year period, i.e. until the end of the Shareholders Meeting convened in 2024 to approve the financial statements of the year ending 31 December 2023.

The purpose of the **twelfth resolution** is to notice the expiry of the term of office of Beas, as substitute statutory auditor and not to replace it according to regulation Sapin II dated 9 December 2016.

### Authorization for the Company to buy back its own shares

The purpose of the **thirteenth resolution** is to authorize the Company to buy back its own shares as part of a share buyback program.

The Company is asking the Shareholders Meeting to allow it to buy back its own shares, for an eighteen month period as from the next Shareholders meeting, up to a maximum of 0.10% of the share capital. This authorization would cover the following objectives.

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

The authorization is granted within the following limits:

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

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

### Audit for formalities

The purpose of the **fourteenth resolution** is to give full authority to the bearer of an original, a copy or an extract of the minutes from the present Shareholders Meeting to accomplish each necessary procedures.

### RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS MEETING

#### Presentation

In the **fifteenth to twenty-first resolutions**, we are asking you to renew certain financial authorizations given to the Board of Directors that may have an impact on the amount of the share capital. The purpose of these resolutions is to enable the Board of Directors, under the conditions and within the limits set by the Shareholders Meeting, to continue to benefit from the authorizations that allow it to finance the development of the company and to carry out the financial transactions that are appropriate for its strategy, without being obliged to convene specific extraordinary general meetings.

We have summarized below the aims and the content of these authorizations and delegations of authority.

The implementation of one or the other such authorizations would be, as the case may be, decided by the Board of Directors which would then issue a supplementary report to your attention. Such supplementary report would describe the definitive conditions of the relevant transaction as set-out according to the delegation of authority or the authorization, respectively, granted to it.

The statutory auditors of the Company would also issue supplementary reports to your attention

The purpose of the **fifteenth resolution** is to grant a delegation of authority to the Board of Directors, to increase the share capital, with preferential subscription rights of the shareholders, by issuing 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.

Shareholders would have a preferential subscription right of the shareholders, in proportion to the number of shares that they hold, to subscribe as of right and, if the Board so decides, on an excess right basis, for shares and securities issued on the basis of this resolution.

The limits of this delegation of authority would be set as follows:

- capital increase: €2,000,000 in nominal value, such a limit including all the capital increases which would be implemented pursuant to resolutions 16 to 21 submitted to the present Shareholders Meeting.
- Debt securities : €500,000,000 in nominal value, such a limit including all operations which would be implemented pursuant to resolutions 16 to 21 submitted to the present Shareholders Meeting.

This delegation of authority would be granted for a 26 month period as from the Shareholders Meeting dated 3 April 2018.

The purpose of the **sixteenth resolution** is to grant a delegation of authority to the Board of Directors, to increase the share capital, without preferential subscription rights of the shareholders, through public offering, by issuing shares and/or securities giving or capable of giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments.

The limits of this delegation of authority would be set as follows:

- capital increase: €2,000,000 in nominal value.
- Debt securities : €500,000,000 in nominal value.

Operations carried out pursuant to the present authorization would be deducted from the limits provided by the fifteenth resolution.

This delegation of authority would be granted for a 26 month period as from the Shareholders Meeting dated 3 April 2018.

The purpose of the **seventeenth resolution** is to grant a delegation of authority to the Board of Directors, to increase the share capital, without preferential subscription rights of the shareholders, through of private placement, by issuing shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments

The limits of this delegation of authority would be set as follows:

- capital increase: €2,000,000 in nominal value.
- Debt securities : €500,000,000 in nominal value.

Operations carried out pursuant to the present authorization would be deducted from the limits provided by the 15th resolution.

This delegation of authority would be granted for a 26 month period as from the Shareholders Meeting dated 3 April 2018.

The purpose of the **eighteenth resolution** is to authorize the Board of Directors, for all capital increase with or without preferential subscription rights of the shareholders, to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued, for a 30 day period as from the closing of subscriptions, up to a limit of 15% of the initial issue.

This delegation of authority would be granted for a 26 month period as from the Shareholders Meeting dated 3 April 2018.

The purpose of the **nineteenth resolution** is to grant the necessary powers to the Board of Directors, to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders. The aim of this resolution is to facilitate the Company carrying out acquisitions of or mergers with other companies, without having to pay a price in cash.

The limits of this delegation of authority would be set as follows:

- capital increase: €10% of the share capital.
- Debt securities : €500,000,000 in nominal value.

Operations carried out pursuant to the present authorization would be deducted from the limits provided by the 15th resolution.

This delegation of authority would be granted for a 26 month period as from the Shareholders Meeting dated 3 April 2018.

The purpose of the **twentieth resolution** is to authorize the Board of Directors, to increase the share capital through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted, by freely allocating new shares and/or by increasing the nominal value of existing shares, or through a combination of the two procedures.

The capital increase carried out pursuant to the present authorization would be limited to an amount of €2,000,000 in nominal value, being specified that this nominal amount is a limit separate from the overall limit set in 15th resolution.

This delegation of authority would be granted for a 26 month period as from the Shareholders Meeting dated 3 April 2018.

The purpose of the **twenty-first resolution** is to authorize the Board of Directors, 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.

According to the French Labor law, the subscription price would not be lower than 20% of the average quoted price of the Company's share on the regulated market Euronext Paris over the 20 trading days preceding the date of the decision setting the opening date of the subscription period reserved for the members of company savings plans, nor exceed 20% of this average.

The capital increase carried out pursuant to the present authorization would be limited to an amount of €2,000,000 in nominal value, being specified that this nominal amount is a limit separate from the overall limit set in 15th resolution.

This delegation of authority would be granted for a 26 month period as from the Shareholders Meeting dated 3 April 2018.

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

The Board of Directors represented by its Chairman  
Mr Joachim Kreuzburg

## Information on the Reference Document and the Annual Financial Report

### **Declaration of Responsibility for the Reference Document and the 2017 Annual Financial Report**

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

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

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

February 20, 2018



Joachim Kreuzburg  
Chairman of the Board and CEO

## Table of Reconciliation

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

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# AFEP MEDEF Code

## INFORMATION ABOUT THE IMPLEMENTATION OF PROVISIONS OF THE AFEP MEDEF CODE RELATING TO CORPORATE GOVERNANCE OF LISTED COMPANIES

In accordance with the provisions set out in Article L.225-37 and L 225-68 of the Code of Commerce, the company has designated the Code AFEP-MEDEF (as amended in November 24, 2016) as the reference corporate governance code in effect on the date hereof (the "code").

In this regard, listed companies such as Sartorius Stedim Biotech S.A. are referring to the code and are required to precisely report on their reference document, implementation of these provisions. In case of non-conformance of one of these provisions, the companies are required to provide understandable, relevant and circumstantial information according to the rule "apply and explain". It is recommended by the AMF (recommendation n 2014-08 of 22 September 2014) that companies indicate in a specific table each provision that is not applied and the related information.

## GENERAL TABLE ON THE AFEP MEDEF CODE'S RECOMMENDATIONS

ARTICLE	DISPOSITIONS OF THE CODE	MEASURES IMPLEMENTED BY SARTORIUS STEDIM BIOTECH
<b>1.</b>	<b>THE BOARD OF DIRECTORS: A COLLEGIAL BODY</b>	
1.1	<p><b>Composition and organization</b></p> <p>Regardless of its membership or how it is organized, the Board of Directors is and must remain a collegial body mandated by all shareholders. It carries out the missions that have been assigned to it by the law in order to act at all times in the corporate interest.</p>	<p><b>Yes</b>, more than a half of the Board is represented by foreign Directors, proof of our group's international dimension. Moreover each member of the Board has a professional background with the necessary degree of technical expertise which allows him/her to help the evolutions of the activity.</p> <p>In this framework the way the Board and its Committees work have been subject of a special attention for the Board to be totally able to work on its missions with an appropriate balance of its powers.</p>
1.3	<p><b>Publication of the internal rule</b></p> <p>Its organisation and operation are described in the internal rules that it has drawn up, which are published in part or in full on the company's website or in the annual report.</p>	<p><b>Yes</b>, the internal rule is synthetized in our Document Reference each year. The entire Document is published on the website.</p> <p>This internal ruling is containing a rigorous approval process concerning the relevant commitments that the company may take in connection with operational and organizational strategic decisions.</p>

ARTICLE	DISPOSITIONS OF THE CODE	MEASURES IMPLEMENTED BY SARTORIUS STEDIM BIOTECH
1.4	Since the Board acts in the corporate interest of the company, it is not desirable, except in cases provided for by law, for large numbers of special interests to be represented within it.	
1.5	When a corporation is controlled by a majority shareholder (or a group of shareholders acting in concert), the latter assumes a specific responsibility to the other shareholders, which is direct and separate from that of the Board of Directors. This shareholder (or group of shareholders) takes special care to prevent conflicts of interests and to take account of all interests.	Yes, the company has a main shareholder, who takes responsibility for the conformity in regards to other shareholders, direct and distinct to the board of directors' one and monitor like this any conflict of interest. Moreover this commitment is specifically stated in the Board Internal rule (provisions of article 5)
<b>2.</b>	<b>THE DIVERSITY OF FORM OF ORGANISATION AND GOVERNANCE</b>	
2.1.	French law allows all public limited companies to choose between a unitary formula (Board of Directors) and a two-tier formula (Supervisory Board and Management Board).	Yes, we are explaining this choice in the Board of directors' report on corporate governance.
2.2	In addition, corporations with Boards of Directors can choose between separation of the offices of Chairman and Chief Executive Officer and the aggregation of such duties. The law does not favour either formula and allows the Board of Directors to choose between the two forms of exercise of executive management. It is up to each corporation to decide on the basis of its own specific constraints. When the Board opts for separation of the offices of Chairman and Chief Executive Officer, if appropriate any tasks entrusted to the Chairman of the Board of Directors in addition to those conferred upon him or her by law must be described.	The Board of Directors opted for the aggregation of the duties of Chairman and Chief Executive Officer for a simplified and more effective organization of the company. Every year the Board of Directors reevaluates this organization and considers possible areas of improvement.
2.3	French public limited companies are therefore able to choose between three forms of organization of management and supervisory powers. The chosen formula and the reasons for this decision are communicated to shareholders and third parties.	As of today the aggregation of duties is considered to be the most efficient option.
<b>3.</b>	<b>THE BOARD OF DIRECTORS AND STRATEGY</b>	
3.1	The principal task of the Board of Directors is to define the company's strategic orientation. It examines and decides on important operations, possibly after review by an ad hoc committee. The members of the Board of Directors are informed about market developments, the competitive environment and the most important issues at hand, including in the field of corporate social and environmental responsibility.	<b>Yes</b> , the Board of Director of the company as well as the mother company Sartorius AG, have implemented efficient procedures and specific Ad Hoc Committees creation when necessary. In addition, these processes have been reinforced to meet the new Market Abuse Directive provisions
3.2	The internal rules of the Board of Directors should specify: -the cases in which prior approval by the Board of Directors is required, which may furthermore differ according to which division of the group is concerned - the principle that any material transaction outside the scope of the firm's stated strategy is subject to prior approval by the Board of Directors; - the rules according to which the Board of Directors is informed of the corporation's financial situation, cash position and commitments.	<b>Yes</b> , the Board of Directors has an internal rule. We are including an up to date version of this rule in our reference document each year. The opposite entire elements are an integral part of the Board of Directors internal rule.

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	<p>These rules are related not only to external acquisitions or disposals, but also to major investments in organic growth or significant internal restructuring actions. The Board of Directors should be informed in a timely fashion of the corporation's cash position in order, where appropriate, to take decisions relating to its funding and indebtedness.</p>	<p><b>Yes</b>, the Board of Directors meetings as well as the Audit committee have regular updates on the company cash position through the risk management report and treasury regular updates.</p>
<b>4.</b>	<b>THE BOARD AND THE COMMUNICATION TO THE MARKET</b>	
4.1	<p>It is up to each Board of Directors to define the company's financial disclosure policy. Each corporation should have a very rigorous policy for communication with the market and analysts. All communications activities must allow everyone to access the same information at the same time.</p>	<p><b>Yes</b>, press releases are published on the Company's website and transmitted to a professional distributor in order to assure an effective diffusion to all investors. The conference calls can be re-listened on the website in addition to the presentation of the activity reflecting the permanent pedagogic efforts towards our investors.</p>
4.2	<p>The Board should ensure that the shareholders and investors receive a relevant balanced and instructive information about the strategy, development model, the consideration of non-financial issues that are of significance to the corporation and its long-term outlook.</p>	<p><b>Yes</b>, these information are already presented in the notes of the financial statements of the Reference Document.</p>
4.3	<p>All listed companies must be equipped with reliable procedures for the identification, monitoring and assessment of its commitments and risks, and provide shareholders and investors with relevant information in this area.</p>	<p><b>Yes</b>, the rating on the company is published each year in our reference document. The off sheet commitments are outlined in the Reference Document in the consolidated accounts</p>
4.4	<p>To this end: - the annual report should specify the internal procedures set up to identify and monitor off-balance-sheet commitments, and to evaluate the corporation's material risks; - the ratings given to the firm by the financial ratings agencies should be published along with any changes that have occurred during the financial year.</p>	
<b>5.</b>	<b>THE BOARD OF DIRECTORS AND THE GENERAL MEETING OF SHAREHOLDERS</b>	
5.2	<p><b>Communication with the Shareholders</b> The shareholders' meeting is a decision-making body for the areas stipulated by law as well as a privileged moment of communication for the company with its shareholders. It is not only the occasion when the managing bodies report on the corporation's activities and on the operation of the Board of Directors and its specialised committees, but also an opportunity for a dialogue with the shareholders.  The Board of Directors must respect the specific powers of the shareholders' meeting if the operation that it proposes is such as to modify, in fact or in law, the corporate purpose of the company, which is the very basis of the contract founding the corporation.</p>	<p><b>Yes</b>, during the Annual Shareholders' Meeting a relevant time is dedicated to the presentation of the Board of Directors' activities and its committees in order to have an open exchange and prolific debate about governance purposes. This presentation is generally followed by an interesting debate with the shareholders.</p>

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<b>6.</b>	<b>MEMBERSHIP OF THE BOARD OF DIRECTORS: GUIDING PRINCIPLES</b>	
6.2	<p><b>The composition of the board of directors</b></p> <p>Each Board should consider what would be the desirable balance within its membership and within that of the committees of Board members in particular as regards the diversity (representation of women and men, nationalities, international experience, skills, etc.). It should publish in the annual report the objectives, methods and results of its policy in these matters.</p>	<p><b>Yes</b>, the Board of Directors and its committees are composed of women and foreign directors. The group points out the willingness to pursue its international growth and diversity. This is why the Board of Directors is composed of three independent women two directors . Moreover, the diversity of skills and Board member career profile enable the Board to benefit from their tremendous experience on a management and scientific level. In addition, the criterias related to the independent status of each board member are duly reviewed on regular basis to ensure that this independency conditions are effective.</p>
6.3	<p><b>Specific assignment entrusted to a referent director</b></p> <p>When the Board has decided to confer special tasks upon a Lead director that relate to special tasks such as governance or shareholder relations, in particular by appointing them as Lead Director or Vice President, these tasks and the resources and prerogatives to which he or she has access must be described in the internal rules.</p>	Not applicable
<b>7.</b>	<b>REPRESENTATION OF EMPLOYEES SHAREHOLDERS AND EMPLOYEES</b>	
7.1	<p>In the same way as other directors, directors representing employee shareholders and directors representing employees are entitled to vote at meetings of the Board of Directors<sup>3</sup>, which is a collegial body that has the obligation of acting under all circumstances in the interests of the company. Like all other directors, they may be selected by the Board to participate in committees.</p>	<p>Not Applicable</p> <p>As of December 31st, 2017 the Board of Director had no directors representing employees</p>
7.2	<p>Without prejudice to the legal provisions specific to them, directors representing employee shareholders and directors representing employees have the same rights, are subject to the same obligations, in particular in relation to confidentiality, and take on the same responsibilities as the other members of the Board.</p>	<p>Not Applicable (see above 7.1)</p>
<b>8.</b>	<b>INDEPENDENT DIRECTORS</b>	
8.1	<p><b>Independent directors</b></p> <p>The quality of the Board of Directors cannot be defined simply by reference to a percentage of independent directors, as the directors are above all required to be honest, competent, active, regularly attending and involved, although it is important for the Board of Directors to include a significant proportion of independent directors not only in order to satisfy the expectations of the market but also in order to improve the quality of proceedings.</p>	<p><b>Yes</b>, the independent director's percentage is of 57%.</p>
8.3	<p>The independent directors should account for half the members of the Board in widely-held corporations without controlling shareholders. In</p>	

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	controlled companies <sup>4</sup> , independent directors should account for at least a third of Board members. Directors representing the employee shareholders and directors representing employees are not taken into account when determining these percentages.	
8.4	<p>Qualification as an independent director should be discussed by the appointments committee in the light of the criteria set out in §8.5 and decided on by the Board:</p> <ul style="list-style-type: none"> <li>- on the occasion of the appointment of a director;</li> <li>- and annually for all directors.</li> </ul> <p>The shareholders must be made aware of the conclusions of this review.</p> <p>The Board of Directors may consider that, although a director meets the criteria set out in §8.5, he or she cannot be held to be independent owing to the specific circumstances of the person or the company, due to its ownership structure or for any other reason. Conversely, the Board may consider that a director who does not meet these criteria is nevertheless independent.</p>	<p><b>Yes</b>, the independent director qualification is reviewed regularly by the Board of Directors.</p>
8.5	<p>The criteria to be reviewed by the committee and the Board in order for a director to qualify as independent and to prevent risks of conflicts of interest between the director and the management, the corporation, or the group, are the following:</p>	<p><b>Yes</b>, the independent director's qualification is reviewed yearly by the Board of Directors.</p>
8.5.1	<p>not to be and not to have been during the course of the previous five years:</p> <ul style="list-style-type: none"> <li>- an employee or executive Officer of the corporation;</li> <li>- an employee, executive Officer of a company or a director of a company consolidated within the corporation;</li> <li>- an employee, executive Officer or a director of the company's parent company or a company consolidated within this parent;</li> </ul>	<p>Moreover the Board makes an evaluation both on quantitative and qualitative criteria in each case and for every member of the Board of Directors.</p> <p>The evaluation is consisting of an evaluation of each of the six criteria in accordance with the provisions of the Code AFEP MEDEF;</p>
8.5.2	<p>not to be an executive Officer of a company in which the corporation holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive Officer of the corporation (currently in office or having held such office during the last five years) is a director;</p>	
8.5.3	<p>not to be a customer, supplier, commercial banker or investment banker:</p> <ul style="list-style-type: none"> <li>- that is material to the corporation or its group;</li> <li>- or for a significant part of whose business the corporation or its group accounts.</li> </ul>	<p>This is particularly analyzed by the Board with regards to the aspect of the economical dependence between the company and the groups in which a member of the Board has a mandate or a function</p>
	<p>The evaluation of the significant or non-significant relationship with the company or its group must be debated by the Board and the quantitative criteria that lead to the evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the annual report;</p>	<p><b>Yes</b>, the independent director qualification are regularly reviewed by the Board of Directors. Then the Board makes during the meetings a steadiness examination in accordance with the announced criteria.</p>

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8.5.4	not to be related by close family ties to a company Officer;	
8.5.5	not to have been an auditor of the corporation within the previous five years;	
8.5.6	not to have been a director of the corporation for more than twelve years. Loss of the status of independent director occurs on the date at which this period of twelve years is reached.	
<b>9.</b>	<b>EVALUATION OF THE BOARD OF DIRECTORS WORKS</b>	
9.1	<p>The Board of Directors evaluates its ability to meet the expectations of the shareholders that have entrusted authority to it to direct the corporation, by periodically reviewing its membership, organisation and operation (this involves a corresponding review of the Board's committees).</p> <p>Each Board thinks about the desirable balance in its membership and that of the committees created from its members and periodically consider the adequacy of its organisation and operation for the performance of its tasks.</p>	<p><b>Yes</b>, each year, the members of the Board of Directors do formal auto-evaluation of the Boards' performance based on specific criterias such as functioning modalities, effective contributions to its members.</p>
9.2	<p>The evaluation has three objectives:</p> <ul style="list-style-type: none"> <li>- to assess the way in which the Board operates;</li> <li>- to check that the important issues are suitably prepared and discussed;</li> <li>- to measure the actual contribution of each director to the Board's work.</li> </ul>	<p>In December, 2017 the Board has done a formal auto-evaluation of its works and of its members during the meeting of 6 December 2017 in application of the indicated criteria.</p> <p>The outcomes of the said evaluation have been discussed by the directors, which are constantly working on improving the internal communication.</p> <p>In addition, this assessment have been wide covering multiple aspects.</p> <p>With a method using a nameless questionnaire that have been sent to each board member concerning:</p> <ul style="list-style-type: none"> <li>(i) the organization of the Board of Directors</li> <li>(ii) the functioning conditions and</li> <li>(iii) the main areas of expertise (strategy, internal control, financial management and compensation policy) as well as the competence of the members of the Board, the relevance of the subjects handled and the quality of the reports of their</li> </ul>

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		works.
<b>10.</b>	<b>MEETINGS OF THE BOARD AND OF THE COMMITTEES</b>	
10.1	The number of meetings of the Board of Directors and of the Board committees held during the past financial year is mentioned in the annual report, which also provides the shareholders with any relevant information relating to the directors' attendance at such meetings.	<b>Yes</b> , the reference document indicates the numbers of meetings and the level of attendance during the past
10.2	The frequency and duration of meetings of the Board of Directors should be such that they allow in-depth review and discussion of the matters that are subject to the Board's authority. The same applies to meetings of the Board's committees (audit, compensation, appointments, nominations committee, etc.).	year 2017: 1.The Board of Directors has held 7 meetings and the level of attendance was of 73,21%. 2.The Audit Committee has held 8 meetings and the level of attendance was of 100%. 3.The Remuneration Committee had held once this year and the level of attendance was of 100%. 4.This rules are rigoously applied for all meeting minutes and are duly reflected in the internal rule.
10.3	It is recommended that a meeting not attended by the executive Officers be organised each year.	
<b>11.</b>	<b>DIRECTORS' ACCESS TO INFORMATION</b>	
11.1	The manner in which this right to disclosure is exercised and the related confidentiality duty should be set out in the internal rules of the Board of Directors.	<b>Yes</b> , the internal rule includes modalities about rights to information and confidentiality to its Directors.
11.2	Corporations must also provide their directors with the appropriate information throughout the life of the corporation between meetings of the Board, if the importance or urgency of the information so requires. Ongoing disclosure should also include any relevant information, including criticism, relating to the corporation, such as articles in the press and financial analysts' reports.	
11.3	Conversely, the directors are required to request the appropriate information that they consider necessary in order to perform their duties. Accordingly, if a director considers that he or she has not been suitably informed for participation in the proceedings, he or she is obliged to inform the Board of this in order to obtain the necessary information..	
11.4	Directors should have the opportunity to meet with the corporation's principal executive managers, even outside the presence of executive directors. In the latter case, these should be given prior notice.	Directors must have the opportunity to meet with the corporation's principal executive managers, including in the absence of the company Officers. In the latter case, these should be given prior notice.

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<b>12.</b>	<b>DIRECTORS' TRAINING</b>	
12.1	One of the major conditions for appointing a director is his or her abilities, but it cannot be expected a priori that every director has specific prior knowledge of the corporation's organisation and activities. Each director should accordingly be provided, if he or she considers it to be necessary, with supplementary training relating to the corporation's specific features, its businesses and its markets.	<b>Yes</b> , at a start of a Directors function, different training sessions are offered in order to help them to accomplish their missions at their best. It applies to specialized members of the Committee.
12.2	The audit committee members should be provided, at the time of appointment, with information relating to the corporation's specific accounting, financial and operational features.	<b>Yes</b> , the members of the Audit Committee have the necessary expertise due to their professional background. In particular, they are provided information by the Remuneration Committee of the accounting and financial special figures of the company.
12.3	Directors representing employees <sup>7</sup> or directors representing employee shareholders should be provided with suitable training enabling them to perform their duties	
<b>13.</b>	<b>OF DURATION OF DIRECTORS' TERMS OF OFFICE</b>	
13.1	The duration of directors' terms of office, set by the by-laws <sup>8</sup> should not exceed a maximum of four years, so that the shareholders can express their wishes regarding these terms of office with sufficient frequency.	<b>Yes</b> , conformed to the code's recommendations, the duration of an office term is 3 years. 7 Directors duty of term will be renewed in 2016, the other three will be renewed in 2018.
13.2	Terms should be staggered so as to avoid replacement of the entire body and to favour a smooth replacement of directors.  The annual report should detail the dates of the beginning and expiry of each director's term of office to make the existing staggering clear. For each director, it should also indicate, in addition to the list of offices and positions held in other corporations, the director's nationality, age and principal position, and provide a named list of the members of each Board committee.	<b>Yes</b> , these information are reiterated in the Directors biographical presentation and in the Board of Directors composition.
13.3	When the general meeting of shareholders is asked to appoint a director or extend his or her term, the booklet or the notice calling the meeting of shareholders should, in addition to the items required by statute, contain biographical information outlining his or her curriculum vitae.	It is mentioned in the internal rule of the Board and in the bylaws of the company (Title III article 6.3) of the number of shares a member of the Board should have. It is also mentioned in the Reference Document.
<b>14.</b>	<b>COMMITTEES OF THE BOARD: GENERAL PRINCIPLES</b>	
14	The general principles apply to all the committees set up by the Board.  The number and structure of the committees are determined by each Board individually. However, in addition to the tasks assigned to the audit committee by law, it is recommended that the compensation and the appointments of directors and company Officers should be the object of preparatory work by a specialized committee of the Board of Directors.	<b>Yes</b> , the Board of Directors has a compensation Committee who has the duty to select and suggest the nomination of new Directors.

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14.2	<p><b>Appointment of the committees</b></p> <p>When the Board has appointed specialized committees, the creation of such committees shall in no event remove matters from the purview of the Board itself, which has sole statutory decision-making authority, nor may it lead to division within the Board which is and should remain accountable for the discharge of its duties. The committees do not act in the place of the Board, but rather as an extension of the Board in order to facilitate its work.</p> <p>For this reason in particular, it is necessary to emphasize the importance of the quality of the activity reports drawn up by the committees for the Board, which must keep the latter fully informed in order to facilitate its deliberations, as well as the importance of including a description of the committees' activities in the annual report.</p>	All the rights and obligations of the specialized Committees are specified in the internal rule inherent to each committee.
14.3	<p><b>Methods of operation of the committees</b></p> <p>When exercising their duties, the committees of the Board may contact the principal managers of the corporation after informing the company Officers and subject to reporting back to the Board on such contacts.</p> <p>The committees of the Board may request external technical studies relating to matters within their competence, at the corporation's expense, after informing the Chairman of the Board of Directors or the Board of Directors itself, and subject to reporting back to the Board thereon. If committees have recourse to services provided by external consultants (e.g. a compensation consultant in order to obtain information on compensation systems and levels applicable in the main markets), the committees must ensure that the consultant concerned is objective.</p> <p>Each committee must have internal rules setting out its duties and mode of operation. The committees' internal rules, which must be approved by the Board, may be integrated into the internal rules of the Board or be set out in separate provisions.</p> <p>The committees' secretariat tasks shall be undertaken by the persons nominated by the Chairman of the committee or in agreement with the Chairman.</p>	
15.	<p><b>THE AUDIT COMMITTEE</b></p> <p>Each Board should appoint an audit committee, the duties of which are inseparable from those of the Board of Directors, which is legally bound to approve the annual corporate financial statements and to prepare the annual consolidated accounts. Approving the accounts is the main occasion on which the Board assumes two of its essential duties: the review of management performance and verification of the reliability and clarity of the information to be provided to the shareholders and the market.</p>	Yes, the Board of Directors has an Audit Committee.
15.1	<p><b>Composition</b></p> <p>The audit committee members should be competent in finance or accounting.</p> <p>The audit committee members should be competent in finance or accounting.</p>	<p>Yes, it is referred to the audit Committee Chairman's financial and accountancy competencies within the description of the Directors backgrounds.</p> <p>Yes, it is referred to the audit Committee Chairman's financial and accountancy competencies within the description of the Directors backgrounds.</p>

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	<p>The proportion of independent directors on the audit committee should be at least equal to two-thirds, and the committee should not include any executive Officer.</p>	<p>Currently, 50% of both committees' members are independent administrators. The Audit Committee is chaired by an independent administrator: Mr. Henri Riey. The Board of Directors considers the committees' composition to be satisfactory in view of its willingness to limit the membership of these committees, in order to ensure the efficiency of their respective work, requiring a high expertise in finance or accounting matters for the Audit Committee, and an in-depth knowledge of Sartorius Stedim Biotech Group for the Remunerations and Nominations Committee.</p> <p>Yes the Chairman of the Audit Committee has reached a relevant level of expertise in finance and accounting since the last years..</p>
	<p>The appointment or extension of the term of office of the audit committee's Chairman is proposed by the nominations committee and should be the subject of a specific review by the Board.</p>	
15.2	<p>In addition to the duties conferred on it by law, the audit committee must, when preparing the financial information, make sure that the accounting methods employed are relevant and applied consistently, in particular when dealing with major transactions. It is also desirable that when reviewing the accounts, the committee focus on major transactions which could have given rise to conflicts of interest.</p> <p>When monitoring the effectiveness of the internal control and risk management systems and, where applicable, the internal audit of the procedures relating to the preparation and processing of the accounting and financial information, the committee<sup>12</sup> should hear the persons responsible for the internal audit and risk control and issue an opinion on the organisation of their services. It should be informed of the internal audit schedule and receive internal audit reports or a periodical summary of these reports.</p> <p>The committee reviews the major risks and off-balance-sheet commitments, assesses the significance of any deficiencies or weaknesses of which it has been notified and informs the Board if necessary.</p> <p>The review of the accounts must be accompanied by a management presentation describing the company's exposure to risk and major off-balance-sheet commitments as well as the chosen accounting methods.</p> <p>Finally, it should review the scope of consolidation and, if necessary, the</p>	<p><b>Yes</b>, the internal rule already includes the scope foreseen by the AFEP MEDEF Code; As indicated in the Reference Document, the statutory auditors refer to and inform closely the Audit Committee of the results of their missions by reports on the half year results, annual results and other audit missions.</p>

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	reasons why any companies should not be included in it.	
15.3	The time available for reviewing the accounts should be sufficient (no less than two days before review by the Board).	
	The committee hears the statutory auditors, in particular on the occasion of meetings held to review the process used for preparing the financial information and reviewing the accounts, in order to report on the conduct of their task and the conclusions of their work.	<b>Yes</b> the Audit Committee examines at least on a trimestral basis on the main financial operations and analysis of the accounts.
	This enables the committee to be informed of the main areas of risk or uncertainty relating to the accounts as identified by the statutory auditors, their approach to the audit and any difficulties that might have arisen during the conduct of the task.	The statutory auditors submit their conclusions twice a year at the Audit Committee.
	It also hears the directors responsible for financial affairs, accounting, cash flow and internal audits. Should the committee so wish, it must be possible to hold these sessions in the absence of the company's executive management.	
		<b>Yes</b> , the Audit Committee meets the statutory auditors at least twice a year.
		The committee makes a specific evaluation and have strengthen the process, to also comply with the audit reform currently applicable.
15.2.3		<b>Yes</b> , the Audit Committee pilots the selection of the statutory auditors.
<b>16.</b>	<b>THE NOMINATIONS COMMITTEE</b>	
	The nominations committee plays an essential role in shaping the future of the company, as it is responsible for preparing the future membership of leadership bodies. Accordingly, each Board should appoint, from its members, a committee for the nomination of directors and company Officers which may or may not be separate from the compensation committee.	<b>Yes</b> , the Remuneration Committee is also in charges of nominations and this in order to avoid the multiplication of specific committees.
16.2.1	This committee is responsible for submitting proposals to the Board after reviewing in detail all of the factors that it is to take into account in its proceedings, in particular with regard to the make-up and changes in the corporation's ownership structure, in order to arrive at a desirable balance in the membership of the Board: gender representation, nationality, international experience, etc. In particular, it should organise a procedure for the nomination of future independent directors and perform its own review of potential candidates before the latter are approached in any way.	Currently, 50% of both committees' members are independent administrators. The Board of Directors considers the committees' composition to be satisfactory in view of its willingness to limit the membership of these committees, in order to ensure the efficiency of their respective work.
		The committee is chaired by Mr. Lothar Kappich, elected for is in depth knowledge of the company gained from his position in Sartorius AG

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16.2.2	The nominations committee (or an ad hoc committee) should design a plan for replacement of company Officers. This is one of the committee's most important tasks even though it can be, if necessary, entrusted to an ad hoc committee by the Board. The Chairman may take part or be involved in the committee's work during the conduct of this task.	
<b>17.</b>	<b>THE COMPENSATION COMMITTEE</b>	
17.1	It must not include any executive Officer and must mostly consist of independent directors. It is recommended that the Chairman of the committee be independent and that one of its members be an employee director.	<b>Yes</b> , all the members of the compensation committee are non-executives. It is composed of 50% of independent members. The Committee has no employee director since the company had no obligation considering the requirements of article L 225-27-1 of the Commerce Code and is studying the current obligations.
<b>18.</b>	<b>NUMBER OF TERMS OF OFFICE FOR COMPANY OFFICERS AND DIRECTORS</b>	
18.2	An executive Officer should not hold more than two other directorships in listed corporations, including foreign corporations, not affiliated with his or her group <sup>15</sup> . He or she must also seek the opinion of the Board before accepting a new directorship in a listed corporation.	<b>Yes</b> , the Chairman's exercise actually a term of office within the surveillance control of Carl Zeiss AG and 3 office terms within consultative committees. Moreover the Reference Document indicates the the executive director mandates in other listed companies including foreign ones.
<b>19.</b>	<b>ETHICAL RULES FOR DIRECTORS</b> <b>The director is bound to report to the Board any conflict of interest, whether actual or potential, and abstain from taking part in voting on the related resolution;</b>	<b>Yes</b> , as of 31 December 2017 no Directors declared any actual or potential conflict of interest.
<b>20.</b>	<b>DIRECTORS' COMPENSATION</b>	
20.1	It should be recalled that the method of allocation of directors' compensation, the total amount of which is determined by the meeting of shareholders, is set by the Board of Directors. The Board should take account, in such ways as it shall determine, of the directors' actual attendance at meetings of the Board and committees, and the amount shall therefore consist primarily of a variable portion.	<b>Yes</b> , all information are indicated in the section "directors' fees" of the Reference Document. The method of allocation are defined by the Board of Directors and mentioned in the Reference Document in the President report on the company's governance and internal control.
20.2	Directors' participation in specialised committees may give rise to the award of additional directors' fees. Similarly, the exercise of special tasks,	

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	such as those of Vice President or Lead Director, may give rise to additional fees or payment of extraordinary compensation subject to the application of the procedure for related parties agreements.	
20.3	The amount of directors' fees should reflect the level of responsibility assumed by the directors and the time that they need to devote to their duties. Each Board must review the adequacy of the level of directors' fees with regard to the duties and responsibilities placed on the directors.	Yes, the Directors' fees have been review during the 16 February 2017 Board of Directors
20.4	The rules for allocation of the directors' fees and the individual amounts of payments thereof made to the directors should be set out in the annual report.	Yes, the attendances fees are stated and specified clearly in the reference.
21.	<b>TERMINATION OF EMPLOYMENT CONTRACT IN CASE OF APPOINTMENT AS COMPANY OFFICER</b> <b>When an employee is appointed as 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.</b>	Yes, no executive director has been, or is employed by the company.
22.	<b>REQUIREMENT FOR COMPANY OFFICERS TO HOLD SHARES</b>  The Board of Directors defines a minimum number of registered shares that the company Officers must retain through to the end of their term of office. This decision is reviewed at least on each extension of their term of office.  The Board of Directors may base its decisions on various references, for example: - the annual compensation; - a defined number of shares; - a percentage of the capital gain net of taxes and social contributions and of expenses related to the transaction in the case of exercised options or performance shares; - a combination of these references.  Until this objective regarding the holding of shares has been achieved, the company Officers will devote a proportion of exercised options or awarded performance shares to this end as determined by the Board. This information must be presented in the corporation's annual report.	Yes, the directors are shareholders and, by virtue of the provisions in the by-laws or the internal regulations, hold a minimum number of shares that is significant in relation to the directors' fees awarded. This information is contained in the the Board of Directors' report on corporate governance;
23.	<b>CONCLUSION OF A NON-COMPETITION AGREEMENT WITH A COMPANY OFFICER</b>	
23.1	The purpose of concluding a non-competition agreement is to restrict the freedom of a company Officer to hold a position at a competitor. It is an instrument designed to protect the company and justifies a financial compensation for the party to the agreement.	Yes, Mr. Kreuzburg has a post-contractual non-competition obligation, which is in accordance with German law. This obligation will last for two years after an Executive Board member has left the Group. During this time, if the non-competition clause is not waived or terminated, this Executive Board member may

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		<b>claim half of his most recent annual remuneration received from the company.</b>
	<b>COMPENSATION OF COMPANY OFFICERS</b>	
<b>24</b>		
24.1.1	<p><b>Principle for setting Executive Directors compensation and role of the Board of Directors</b></p> <p>Boards of Directors and Supervisory Boards are responsible for determining the compensation of executive directors, based on proposals made by the compensation committee.</p>	<p><b>Yes</b>, the compensation policy is deliberated at the remuneration committee, before submission to the Board.</p> <p>Joachim Kreuzburg representing the group Sartorius AG, his compensation policies are deliberated and decided at the level of the parent company of Sartorius Stedim Biotech uses with the utmost attention the Code Afep Medef principles.</p>
24.1.2	<p>In order to determine the said compensation, the relevant Boards and committees must take into account the following principles:</p>	<p><b>Yes</b>, the principles for the description of the determination of compensation are duly applied.</p> <p>The remuneration components applicable to the fix and variable remuneration of the executive members are based on targets to be achieved as described in details in the section "Remuneration Report". Also, in the said section, the key allocation for each component is detailed, specifically in the variable remuneration section. Thus, the company, taking into account the comments of the High Committee for Corporate Governance has reinforced and improved the level of information in this regard in adding the components payment such as the EBITDA, Sales Revenue, Ratio of Net Debt to EBITDA and the applicable methods of key allocation with the percentage and threshold each target achievement.</p>
	comprehensiveness	
	balance	
	benchmark	
	Consistency	
	understandability of the rules	
	proportionality	

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24.3	<p><b>Compensation policy and allocation of stock option grants and free shares</b></p> <p>The compensation of executive directors must be appropriate, balanced and fair. Such compensation must strengthen the sense of solidarity and <u>motivation within the company.</u></p> <p>While the market is a benchmark, it may not be the sole one. An executive director's compensation depends on the work carried out, the results obtained and also the responsibilities taken on. An executive director bears the ultimate responsibility for the management team, and this warrants higher compensation. The general policy for the award of stock options and performance shares should be debated within the compensation committee, and, on the basis of a recommendation from the committee, approved by the Board of Directors.</p> <p>The Board of Directors must monitor the evolution in all components of the compensation over several years, with regard to corporate performance</p>	<p><b>Yes</b>, the compensation policy is deliberated at the remuneration committee. Joachim Kreuzburg, representing the group Sartorius AG, his compensation policies is deliberated and decided at the level of the mother house of Sartorius Stedim Biotech.</p>
24.2.2	<p><b>Fixed compensation</b></p> <p>The fixed part may be calculated differently depending on whether the executive director has followed a continuous career within the company or is recruited from outside the company.</p> <p>In principle, such fixed compensation may only be reviewed at relatively long intervals, e.g. every three years.</p> <p>Any increases in compensation must be linked to events affecting the company and must take into account performance through other components of the compensation, including fringe benefits.</p> <p>If, however, the company opts for annual increase of the executive director's fixed compensation, this increase must be moderated and must respect the principle of consistency mentioned in 23.1.</p>	<p><b>Yes</b>, the compensation policy is deliberated at the remuneration committee. Unless exceptional elements, its evolution stays moderated from one year to another one. The company applies to the AFEP MEDEF recommendations in regards to the increases moderation.</p> <p>The Board takes care of this said fixed remuneration with regards to the performance of the company.</p> <p>Joachim Kreuzburg representing the group Sartorius AG, his compensation policies are deliberated and decided at the level of the mother house of Sartorius Stedim Biotech..</p>
24.2.3	<p><b>Variable compensation</b></p> <p>The Board may decide to award executive director's annual or multi-annual variable compensation.</p> <p>These different forms of variable compensation may be cumulative, but this cumulative amount must be decided on the basis of the aforementioned principles, in particular comprehensiveness and proportionality. The variable compensation must be determined by the Board of Directors for a fixed period. The rules governing the determination of the variable compensation must be consistent with the annual or multi-annual assessment of executive directors' performance and with the company's strategy. The variable compensation is a reward for the director's performance and the progress of the company in the period under consideration. The share price must not be the only criteria for measuring this performance.</p>	<p><b>Yes</b>, the variable compensation policy is reviewed at the remuneration committee . An annual variable compensation and multi-annual has been set up for the company. Unless exceptional elements, its evolution stays moderated from one year to another one. The company applied to the AFEP MEDEF recommendations in regards to the increases moderation.</p> <p>The stock market price does not constitute an element of the compensation variation.</p> <p>Joachim Kreuzburg is representing the Group Sartorius AG, his compensation</p>

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		<p>policy is deliberated and decided at the level of the parent company Sartorius AG..</p> <p>It is based on quantitative criteria precisely measurable and challenging.</p>
	The terms of the variable compensation must be understandable to shareholders, and clear and complete information must be provided each year in the annual report.	Yes, the company has increased and improved the level of information in the remuneration report that described the targets
	The variable compensation must be subject to the achievement of precise and, of course, predetermined objectives.	achievements policy for the annual variable remuneration,
	Quantitative criteria must be simple, relevant, objective, measurable and suited to the corporate strategy.	and the variable remuneration with multi-year component.
	These criteria must be regularly reviewed in order to avoid any ad-hoc adjustments.	
	It is also necessary to pay considerable attention to possible threshold effects generated by quantitative criteria. Only highly specific circumstances may warrant the award of an extraordinary variable component.	
	The qualitative criteria must be defined precisely. For the variable part, when qualitative criteria are used, a limit must be determined for the qualitative part while allowing, where applicable, exceptional circumstances to be taken into consideration.	
	The variable compensation must be set at a level that is balanced in relation to the fixed part. The variable part is a maximum percentage of the fixed part, and is adapted to the business conducted by the company and predefined by the Board.	
	Except in justified cases, the award of variable compensation may not only be restricted to executive directors.	
	In the event that an executive director leaves before completion of the term envisaged for assessment of the performance criteria, the payment of the variable part of the compensation must be ruled out, unless there are exceptional circumstances which can be justified by the Board.	
24.2.5	<p><b>Benefits for taking up a position</b></p> <p>Benefits for taking up a position may only be granted to a new executive director who has come from a company outside the group. In this case the amount must be made public when it is determined.</p> <p><b>NO-competition benefits</b></p> <p>In the context of implementation of the procedure for related parties transactions as stipulated by law, the conclusion of a NO-competition agreement must be subject to substantial reflection in the compensation committee.</p>	<p><b>Yes</b>, there isn't a benefit for taking up functions of executive directors</p> <p><b>Yes</b>, Mr. Kreuzburg has a post contractual non-competition obligation which is in accordance with German law due to the fact that Sartorius Stedim Biotech S.A. is controlled by a German company. This obligation lasts for two years after the director has left the Group. During that time, if the non-competition clause is not waived or terminated, the director can claim half of his latest remuneration received at the Company.</p>

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	<p>The Board must authorize the conclusion of the NO-competition agreement, the length of the requirement for NO-competition and the amount of benefits, taking into account the actual and effective scope of the NO-competition requirement. The decision of the Board must be made public.</p>	
	<p>The Board has to anticipate, during the conclusion of the agreement, a mention which allows the Board to cancel the agreement when a director leaves.</p>	
	<p>The Board must announce whether or not the NO-competition agreement will be upheld at the time that the director leaves, in particular when the director leaves the company to claim, or after having claimed his or her pension rights.</p>	
	<p>In any event, the NO-competition payment should not exceed a ceiling of two years of compensation (fixed and variable).</p>	
	<p>When a termination benefit is also paid, the aggregate of these two benefits must not exceed this ceiling (see above).</p>	
24.2.6	<p>The supplementary pension schemes mentioned in Article L.137-11 of the Social Security Code for senior executives and executive directors must comply with conditions that prevent abuse.</p>	<p><b>Yes</b>, the supplementary pension schemes are according to the responsibilities of the executive directors of the Company.</p>
	<p>Supplementary pension schemes with defined benefits must be subject to the condition that the beneficiary must be a director or employee of the company when claiming his or her pension rights pursuant to the applicable rules.</p>	
	<p>In order to prevent any abuse, it is necessary to impose certain additional rules (without prejudice to schemes closed to new beneficiaries which may not be altered):</p>	
	<p>the relevant benefit must be taken into account in the overall determination of the compensation on the basis of the general principles stated above;</p>	
	<p>the group of potential beneficiaries must be materially broader than the sole executive directors;</p>	
	<p>the beneficiaries must meet reasonable requirements of seniority within the company, for at least two years, as determined by the Board of Directors, to benefit from payments from a pension plan with defined benefits;</p>	
	<p>each year, the increase in potential rights shall be progressive in relation to the seniority in the scheme and shall only account for a percentage limited to 5% of the beneficiary's compensation. This progression must be described;</p>	
	<p>the benchmark period taken into account for the calculation of the benefits must cover several years, and it is necessary to avoid over the same period any artificial increase in compensation, aimed at increasing pension benefits;</p>	
	<p>It is necessary to exclude any schemes giving a right immediately or over a time to a high percentage of the total compensation at the end of the career.</p>	
	<p>In addition, information on individual potential rights, in particular the reference income and the maximum percentage of this income, which the supplementary pension scheme would confer, must be made public. The percentage may not be more than 45% of the reference income (fixed and variable compensation of the in the reference period).</p>	

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25.	<b>INFORMATION ON COMPANY OFFICERS' COMPENSATION AND THE POLICY FOR AWARDING STOCK OPTIONS AND PERFORMANCE SHARES</b>	
	The law imposes on companies the obligation to disclose in their management report the aggregate compensation and benefits of all types paid during the financial year to each company Officer, as well as the amount of the compensation and benefits of any type that each of these Officers has received during the financial year from companies of the group. Comprehensive information must be provided to shareholders so that they can have a clear view, not only of the individual compensation paid to company Officers, but also of the policy applied by the company in order to determine the compensation paid.	<b>Yes</b> , the Chairman's part on the company governance and internal control Report compiles these information about non-executives and executives directors compensation.
25.1	<b>Ongoing information</b> All of the company Officers' compensation components, whether potential or vested, must be publicly disclosed, immediately after the meeting of the Board approving the relevant decisions.	<b>Yes</b> , the company applies to this recommendation..
25.2	The annual report must include a chapter, drawn up with the support of the compensation committee, informing shareholders of the compensation received by company Officers.	
	<b>Variable remunerations:</b> A detailed presentation of the policy on determination of the compensation paid to executive directors and in particular the rules governing the award of the annual variable part. Without jeopardizing the confidentiality that may be linked to certain elements of determining the variable part of the compensation, this presentation must indicate the criteria on the basis of which this variable part is determined, the manner in which these criteria have been applied during the financial year, as compared with initial expectations, and whether the individual director's personal targets have been attained. It must also, where necessary, specify if the payment of this variable part is partly deferred and indicate the conditions and methods of this deferred payment. Finally, it must, where necessary, specify the rules governing the award of multi-annual variable compensation. Without jeopardizing the confidentiality that may be justified for certain elements of determining the variable part of the compensation, it must indicate the criteria on the basis of which this compensation is determined, and when the payment of the multi-annual variable part is made, the manner in which these criteria have been applied;	<b>Yes</b> , the indication of the determination criteria and the information of the application of the criteria are indicated in detail in the section remuneration report of the the reference document.
	<b>Pensions:</b> Information concerning the pension systems or commitments provided by the company. Taking into account the considerable variety of pension schemes, it is necessary to indicate whether executive directors benefit from the same pension schemes as the group's senior executives or benefit from a specific pension scheme and describe the main features of these schemes and in particular their calculation methods;	<b>Yes</b> , the company indicates this information within the part dedicated to the compensation within the reference document.
	<b>Individual compensation:</b> A detailed presentation of each executive director's individual compensation, compared with that of the preceding financial year, and broken down between fixed components and variable components. Although the French Commercial Code does not impose any such obligation, it appears that the information most relevant for shareholders consists in connecting the variable component to the financial year in respect of which it is calculated, even though the compensation is only	<b>Yes</b> , the company indicates personal compensation also A comparison with the previous year is made separating the compensation on due and the remuneration paid by financial year with the breakdown of the

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	paid during the following financial years. It is therefore recommended to disclose on a priority basis the compensation of thee in respect of the financial year and to show in a summary table the amounts of thee and paid for the current and the preceding financial years;	fixed part and the variable one
	<p><b>Director's fees:</b> The aggregate and individual amount of directors' fees paid to directors and the rules for allocating fees, as well as the rules governing the payment of the directors' fees awarded where applicable to the general management team in respect of corporate offices held in affiliates of the group;</p>	<p><b>Yes</b>, the company indicates the total amount and individual attendance fees.</p>
	<p><b>Stock options:</b> A description of the policy for the award of stock options to all beneficiaries by explaining separately, where applicable, the specific award policy applicable to executive directors. In particular, it is necessary to indicate the nature of the options (purchase or subscription options), where applicable the criteria used to define categories of beneficiaries, the periodicity of the plans, the conditions approved by the Board as regards the exercise of the options and the dilutive impact of each option award. A summary table must show all data relevant to the existing option plans, as used for the benchmark document;</p>	<p><b>Yes</b>, the company indicates this information within the part dedicated to the compensation within the reference document.</p>
	<p><b>Performance shares:</b> A description of the share award policy applicable to employees or to certain categories of employees and to executive directors, the conditions and where applicable the criteria if determined by the Board of Directors and the dilutive impact of each share award. In the same manner as for stock options, a summary table must show all of these data and in particular the number of performance shares awarded to each executive director and the total number of shares awarded to the main beneficiaries who are employees of the group;</p>	<p><b>Yes</b>, the company indicates this information within the part dedicated to the compensation within the reference document.</p>
	<p><b>Valorization of stock options and performance shares and fraction of awarded to the executive managers and executive directors:</b> The valuation of stock options and performance shares awarded to executive directors, at the time of the award and in accordance with the method used for consolidated financial statements, and the fraction of the capital awarded to each executive director.</p>	<p><b>Yes</b>, the company indicates this information within the part dedicated to the compensation within the reference document.</p>
	<p><b>Standardized presentation:</b> It is recommended to comply with the standardized presentation (attached as a schedule hereto) of all director compensation items.</p>	
25.3	<p>Shareholders' consultation on individual remunerations for executive managers and executive directors:</p> <p>The Board must present the compensation of executive directors at the annual General Meeting. This presentation must cover the elements of the compensation due or warded at the end of the closed financial year to each executive director:</p> <p>the fixed part;</p> <p>the annual variable part and where necessary the multi-annual variable part with the objectives that contribute to the determination of this variable part;</p> <p>extraordinary compensation;</p>	<p><b>Yes</b>, the company indicates this information within the part dedicated to the compensation within the reference document and applies to the AFEP MEDEF recommendations.</p> <p>In addition, based on the compulsory principle of the "Say on Pay" the company, will submit the remuneration plan and fix and variable allocation through specific resolutions to the imperative vote of its shareholders for its executive members.</p>

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	<p>stock options, performance shares, and any other element of long-term compensation; benefits linked to taking up or terminating office;</p> <p>supplementary pension scheme;</p> <p>any other benefits.</p>		
	<p>This presentation should be followed by an advisory vote by shareholders.</p>		
	<p>It is recommended that at the shareholders' vote, one resolution is presented for the Chief Executive Officer or the Chairman of the Management Board and one resolution for the Deputy Chief Executive Officers or for the other members of the Management Board.</p>		
	<p>When the ordinary shareholders' meeting issues a negative opinion, the Board, acting on the advice of the compensation committee, must discuss this matter at another meeting and immediately publish on the company's website a notice detailing how it intends to deal with the opinion expressed by the shareholders at the General Meeting.</p>		

