

Sartorius AG

Remuneration of Supervisory Board Members Pursuant to
Section 113 of the German Stock Corporation Law (AktG)

Supplementary information on agenda item 7 (Resolution on confirmation of the remuneration of Supervisory Board members and resolution on the approval of the remuneration policy for Supervisory Board members)

The remuneration of the Supervisory Board of Sartorius Aktiengesellschaft is governed in Article 12 of the Articles of Association and was approved by resolution in the currently valid version of March 28, 2019, by the Annual General Shareholders Meeting. Article 12 of the Articles of Association of Sartorius Aktiengesellschaft concerning the remuneration of the Supervisory Board members reads as follows:

“Article 12 Remuneration

(1) In addition to receiving reimbursement for their out-of-pocket expenses, the members of the Supervisory Board shall each be paid a fixed annual remuneration of €45,000.00, which is due and payable at the end of the Annual General Shareholders' Meeting. The Chairman of the Supervisory Board shall receive triple the amount of said remuneration; his deputy, twice the amount thereof. If Supervisory Board membership begins or ends during a year, said remuneration shall be paid on a pro-rated basis. Furthermore, the members of the Supervisory Board shall receive a meeting attendance fee of €1,500.00 per meeting.

(2) The members of the Supervisory Board shall receive an additional annual remuneration of €9,000.00 for each membership in a committee – with the exception of the Nomination Committee and the committee pursuant to § 27, Subsection 3, of MitbestG; in derogation thereof, €15,000.00 for membership in the Audit Committee. The chairperson of a Supervisory Board committee shall receive twice the amount of said remuneration for committee membership. The remuneration for committee work shall be due together with the remuneration in accordance with Subsection (1) hereof. If Supervisory Board committee membership begins or ends during a year, said remuneration shall be paid on a pro-rated basis. In addition, the members of a committee – with the exception of the Nomination Committee and the committee pursuant to § 27, Subsection 3, of MitbestG – shall receive a meeting attendance fee of €1,500.00 per meeting.

(3) Any value-added tax shall be refunded by the Company, provided that the members of the Supervisory Board are entitled to invoice the Company separately for such tax and elect to exercise this right.”

Besides this, the members of the Supervisory Board are included in a Directors and Officers (D&O) liability insurance policy taken out for members of management bodies. The premiums of this insurance are paid by Sartorius Aktiengesellschaft. This D&O insurance policy covers the legal liability arising from Supervisory Board activities and is taken out at standard market terms and conditions.

In line with prevailing market practice at listed companies in Germany, the remuneration of Supervisory Board members is strictly fixed compensation along with meeting attendance fees and does not include any performance-related components. The Executive Board and Supervisory Board are of the opinion that strictly fixed remuneration for Supervisory Board members is best suited to strengthening the independence of the Supervisory Board and fulfilling the latter's advisory and supervisory functions, which are to be performed independently of the company's success.

The amount and structure of Supervisory Board remuneration ensure that the company is able to attract qualified candidates for membership in the company's Supervisory Board; in this way, Supervisory Board remuneration helps sustainably promote the business strategy and the long-term development of the company. The existing remuneration policy especially takes into account Recommendation G.17 and the Suggestion G.18, sentence 1, of the German Corporate Governance Code in the current version as amended.

The remuneration policy for Supervisory Board members is approved by resolution adopted by the Annual General Shareholders

Meeting on the basis of the proposal submitted by the Executive Board and the Supervisory Board. Remuneration of the Supervisory Board members is reviewed regularly, at least every four years, by the Executive Board and Supervisory Board to determine whether the amount and structure are still in line with the market and are commensurate with the duties of the Supervisory Board and the situation of the company. In the opinion of the Executive Board and the Supervisory Board, the current remuneration structure remains appropriate and, for this reason, is to continue to apply unchanged in its current structure for the time being.

The compensation and employment conditions of the employees were and are of no significance for the structure of the remuneration of the Supervisory Board. This results from the fact that the Supervisory Board remuneration is granted for activities which, due to its advisory and supervisory functions, differs fundamentally from activities of the employees.

Any conflicts of interest in the review of the remuneration policy are countered by the statutory system of competences. This assigns the authority to decide on Supervisory Board remuneration to the Annual General Shareholders' Meeting. The Executive Board and Supervisory Board submit a corresponding resolution proposal to the Annual General Shareholders' Meeting. A system of checks and balances is therefore already anchored in the statutory regulations.