

Explanations on the Rights of Shareholders Pursuant to Sections 122, Subsection 2; 126, Subsection 1; 127; and 131, Subsection 1 of the German Stock Corporation Law (AktG) in Conjunction with Section 1, Subsection 2 of the German COVID-19 Act

Important Note: On the basis of Section 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic in the current version of March 27, 2020, as amended (COVID-19 Act), the Annual General Shareholders' Meeting shall be held as a virtual general meeting without the physical presence of shareholders or their proxies. Holding the Annual General Shareholders Meeting based on the COVID 19 Act has resulted in modifications in the procedure of the meeting and in the exercise of shareholders' voting rights.

Convocation of the Annual General Shareholders Meeting already provides information on the rights of shareholders pursuant to Section 122, Subsection 2, of AktG as well as Sections 126, Subsection 1; 127 and 131, Subsection 1, of AktG in conjunction with Section 1, Subsection 2, of the COVID-19 Act. The following information provides further explanations of these legal provisions.

a) Right to put additional items on the agenda pursuant to Section 122, Subsection 2, of AktG

Shareholders whose shares total one twentieth of the share capital or attain a proportionate amount of €500,000.00 may request that items be added to the agenda of the shareholders' meeting and be announced (Section 122, Subsection 2, sentence 1, in conjunction with Subsection 1, of AktG). Their request must be addressed in writing (Section 126 of the German Civil Code [BGB]) to the Executive Board of the company. Each such new item must be accompanied by a justification or a draft resolution.

The Executive Board did not make use of the option of convening the general meeting with a shorter period of notice in accordance with Section 1, Subsection 3, sentence 1, of the COVID 19 Law. As a consequence, the deadline for submitting requests for additions to the agenda pursuant to Section 1, Subsection 3, sentence 4, of the COVID 19 Act does not apply. The company must receive such a request at least 30 days before the Annual General Shareholders' Meeting. The date of receipt of this request as well as the date of the Annual General Shareholders' Meeting shall not be counted as part of this deadline. For this reason, a request for such an addition must be received at the address given below no later than at the end of **February 22, 2022 (midnight, 24:00 hours CET)**. Please direct such corresponding requests to the following address:

Sartorius Aktiengesellschaft
Executive Board
Otto-Brenner-Strasse 20
37079 Göttingen, Germany

Pursuant to Section 122, Subsection 2, in conjunction with Subsection 1, of AktG, the petitioners are to submit proof that they have been holders of the shares of stock for at least ninety (90) days prior to the date on which their request is received, and that they will continue to so hold the shares until the Executive Board takes a decision regarding their petition. For calculating this deadline, Sections 70 and 121, Subsection 7, of AktG must be observed.

Each such new item must be accompanied by a justification or a draft resolution.

Additions to the agenda that are to be announced shall, insofar as they have not already been announced with the notice of convocation, be published in the German Federal Gazette (Bundesanzeiger) without undue delay after receipt of the request – in the same way as the notice of convocation – and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They shall also be made accessible on the Internet site of the company at www.sartorius.com/shareholders-meeting.

The legal provisions upon which these shareholder rights are based are as follows:

Section 70 of AktG: Calculation of the period of possession of the share of stock

¹Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with Section 53 (1), first sentence, or Section 53b (1), first sentence, or Subsection (7) of the German Banking Act (KWG) shall be equivalent to ownership of the share of stock. ²The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to Section 13 of the German Insurance Supervisory Act (VAG) or Section 14 of the German Act on Savings and Loan Associations (BauSparkG).

Section 121 of AktG: General provisions

(Excerpt – Subsection 7)

(7) ¹In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. ²Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. ³Sections 187 to 193 of the German Civil Code (BGB) shall have no corresponding application. ⁴In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

Section 122 AktG: Convening the general meeting upon a corresponding demand being made by a minority

(Excerpts – Subsections 1 and 2)

- (1) ¹The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. ²The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. ³The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. ⁴Section 121 (7) shall apply mutatis mutandis.
- (2) ¹In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500 000 euros, may demand that items of business be set out in the agenda and be published by notice. ²Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. ³The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.

Section 124 of AktG: Notice by publication of demands for amendment; guidance regarding resolutions (Excerpt – Subsection 1)

¹Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. ²Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, section 121 (4a) shall apply mutatis mutandis. ³The notice is to be published and forwarded in the same way as the invitation convening the general meeting.

b) Countermotions and election proposals from shareholders pursuant to Section 126, Subsection 1, and Section 127 of AktG, Section 1, paragraph 2, sentence 3 of the COVID-19 Act

Every shareholder shall be entitled to send the company countermotions against proposals submitted by the Executive Board and | or the Supervisory Board and against specific items on the agenda, as well as against proposals for the election of members to the Supervisory Board or for the appointment of auditors. Countermotions as well as election proposals can be sent to the company before the virtual general meeting to the following address:

Sartorius Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany

or by fax: +49 (0)89 889 690 633
or by email: sartorius@better-orange.de

Countermotions and election proposals received by the company no later than by the end of **March 10, 2022 (midnight, 24:00 hours CET)** at the address specified above will be made available, including the names(s) of the respective shareholder(s) and a justification of this motion, as well as any opinions given by the company's management board concerning these motions, without undue delay on the Internet website of the company at www.sartorius.com/shareholders-meeting. Any countermotions and election proposals sent to addresses other than the above will not be made available. Furthermore, the company shall be entitled to refrain from making any countermotions, election proposals and justifications available, either in whole or in part, on the company's website if one of the requirements set forth in detail in Sections 126 and 127 of AktG are met, for instance, if a countermotion will lead to the approval by a shareholders' meeting of a resolution that is against the law or contrary to the company's Articles of Association, or summarize said countermotions and | or proposals and their justification. Justification of a countermotion does not have to be published if the entire text exceeds 5,000 characters.

The statements made above apply to a shareholder's proposals for the election of members to the Supervisory Board or for the appointment of auditors, with the requirement that an election proposal does not have to be justified. Except for cases named in § 126, Subsection 2, of AktG, the company may also refrain from publishing proposals for election of members to the Supervisory Board and for appointment of the auditors if said proposals fail to list the name, job currently held and city of residence of the person(s) suggested, and, in the case of proposals for election of Supervisory Board members, if said proposals fail to include information on their membership in any legally constituted supervisory boards or advisory boards.

Motions or election proposals by shareholders that are to be made available pursuant to Section 126 or Section 127 of AktG are deemed to have been made at the meeting pursuant to Section 1, paragraph 2, sentence 3, of the COVID-19 Act if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Shareholders' Meeting. This shall apply mutatis mutandis to motions relating to new items of business added to the agenda by separate notification due to a supplementary motion made by shareholders pursuant to Section 122, Subsection 2, of AktG.

The following lists the provisions of the German Stock Corporation Law on which these shareholder rights are based and which also determine the conditions under which countermotions and election proposals or their justification may not be made available, as well as the provisions of the COVID 19 Act:

Section 126 of AktG: Motions by stockholders

- (1) ¹Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. ²The date on which the counter-motion is received shall not be included in calculating the period. ³In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. ⁴Section 125 (3) shall apply mutatis mutandis.
- (2) ¹A counter-motion and the reasons for which it is being made need not be made accessible,
1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
 2. If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
 3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
 4. If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
 5. If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
 6. If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;
 7. If, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.
- ²The reasons need not be made accessible if they amount to more than 5,000 characters in total.
- (3) Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

Section 127 of AktG: Nominations by stockholders

(Excerpt – sentences 1 to 3)

¹Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. ²No reasons need be specified for the nomination. ³The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. [...]

Section 124 of AktG: Notice by publication of demands for amendment; guidance regarding resolutions (Excerpt – Subsection 3, sentence 4)

[...] ⁴The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. [...]

Section 125 of AktG: Notifications for the stockholders and to members of the supervisory board

(Translated German excerpts – Subsection 1, sentences 1 and 5; Subsection 2; Subsection 3)

- (1) ¹The management board of a company that has not issued exclusively registered shares shall give notice of the convening of the shareholders' meeting at least 21 days before the same as follows:
1. The intermediaries holding shares of the company in custody;
 2. The shareholders and intermediaries who have requested the notice of convocation; and
 3. The associations of shareholders who requested the notice or who exercised voting rights at the last shareholders' meeting.
- [...] ⁵In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.
- (2) The management board of a company that has issued exclusively registered shares is to provide the same notification to those stockholders who demand to be so notified or who have been entered, as of the start of the twenty-first day prior to the meeting, as stockholders in the company's share register as well as to stockholders and intermediaries who have demanded the notice of convocation and to associations of stockholders that have demanded the notice or exercised voting rights during the last general meeting.
- (3) Each member of the supervisory board may demand that the management board send him the same notifications.

Section 1 of the COVID-19 Act

(Translated excerpt – Subsection 2, sentence 3)

(2) [...]

³Shareholders' motions or election proposals that are to be made accessible pursuant to Section 126 or Section 127 of the Stock Corporation Law are deemed to have been made at the meeting pursuant to if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Shareholders' Meeting.

[...]

c) Right to ask questions by addressing them to the virtual general meeting according to Section 1, Subsection 2, of the COVID-19 Act

Pursuant to Section 1, Subsection 2, sentence 1, no. 3, and sentence 2, of the COVID-19 Act, shareholders shall be given the opportunity to ask questions by way of electronic communication. To grant this opportunity to ask questions, the Executive Board with the approval of the Supervisory Board of the company decided that shareholders or their proxies who have duly fulfilled the prerequisites for participating in the virtual general meeting may submit questions as follows:

Questions are to be submitted to the company in German or English via the password-protected Internet service platform at www.sartorius.com/shareholders-meeting and must have been received by the company at this platform no later than by the end of **March 23, 2022 (midnight, 24:00 hours CET)**. Any questions submitted by different means or later shall not be considered for the purposes of the right to ask questions granted above.

In divergence from Section 131, Subsection 1, of AktG, the shareholders right to ask questions as granted above does not entail the right of information. According to Section 1, Subsection 2, sentence 2, of the COVID-19 Act, the Executive Board is entitled to decide at its due and free discretion how it will answer the questions submitted. In doing so, it may, in particular, summarize questions and their answers in the interest of maintaining a reasonable time frame for the virtual general meeting. The Executive Board reserves the right to provide general answers to recurrent questions ahead of the virtual general meeting on the Internet website of the company at www.sartorius.com/shareholders-meeting.

When answering questions, the company reserves the right to disclose the name and, if applicable, the place of residence or registered office of the shareholder and | or of his or her proxy who submits a question unless such disclosure is expressly objected to when the question is transmitted via the password-protected Internet service platform.

The legal requirements of the COVID 19 Act upon which the right to ask questions by way of electronic communication are as follows:

Section 1 of the COVID-19 Act

(Excerpts – Subsection 2, sentence 1, no. 3, and sentence 2 and Subsection 6, sentence 1)

(2) ¹The management board can decide that the meeting is held without the physical presence of the shareholders or their representatives as a virtual general meeting, provided

[...]

3. shareholders are granted the opportunity to ask questions electronically,

[...]

²The management board decides at its due and free discretion as to which questions it answers and how; it may also require that questions are to be submitted electronically no later than one days before the meeting.

[...]

(6) ¹The decisions of the management board in accordance with paragraphs (1) to (5) require the consent of the supervisory board.

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Note: The company will voluntarily set up an additional option for asking questions during the Annual General Shareholders Meeting by way of electronic communication for shareholders who have fulfilled the legal requirements mentioned further above for participation in the virtual general meeting, or their proxies in order to inquire about the explanations of the management during the virtual general meeting, and in particular to answer shareholders' questions addressed to the Annual General Shareholders Meeting. In addition, the company will voluntarily set up an additional option for shareholders or their proxies who have fulfilled the legal requirements and have registered to join the Annual General Shareholders' Meeting to submit opinions and | or statements on the agenda in the form of video messages. For further details, please see the information in the notice of convocation of the Annual General Shareholders' Meeting.

Sartorius Aktiengesellschaft