

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

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

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

## Remuneration policy of the Executive Corporate Officers

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

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

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

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

## B. Details of the Remuneration Policy

### I. Remuneration Components

## 1. Overview of the Individual Remuneration Components

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

## 2. Fixed Remuneration

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

## 3. Variable Performance-Based Remuneration Components

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

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

#### Target Parameters

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

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

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

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

### Measurement of Target Achievement and Bonus Payment

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

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

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

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

### b) Long-Term Variable Remuneration Components

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

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

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

### Consolidated Net Profit

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

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

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

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

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

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

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

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

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

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

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

### Earlier departure severance

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

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

### Non-competition clause

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

### Pension commitments

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

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

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

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

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

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

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

## Remuneration policy of the Directors

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

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

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

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

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

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

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

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

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

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

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

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

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

### René Fáber (Non-Executive Member)

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

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

## Summary of the Remuneration for each executive corporate officer

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

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

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

2 Company car

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

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

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

2 Company car

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

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

### Performance Shares Available for Each Board Member

Not applicable.

### Performance Shares Granted to Board Members

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

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

Not applicable.

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

Not applicable.

### Stock Options Granted | Historical Information

Not applicable.

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

Not applicable.

## Remuneration ratios

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

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

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

Figures corresponding to the denominator relates to:

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

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