

Sartorius Group

Corporate Governance

Extract from the Annual Report 2022

Corporate Governance Report

These contents were not part of the audit of the Group management report and the non-financial Group-statement.

Corporate governance aligned with the interests of stakeholders, lawful and responsible conduct, and constructive cooperation between the managerial bodies and within the company in a spirit of mutual trust constitute the essential cornerstones of Sartorius' corporate culture.

The Executive Board and the Supervisory Board report in the following declaration on the key aspects of corporate management and governance pursuant to Section 289f of the German Commercial Code ("HGB") and to Article 3.10 of the German Corporate Governance Code.

Declaration of Compliance with Corporate Governance

Declaration of the Executive Board and of the Supervisory Board of Sartorius AG Concerning the Recommendations of the Government Commission on the German Corporate Governance Code Pursuant to Section 161 of the German Stock Corporation Law ("Aktengesetz"):

The Executive Board and the Supervisory Board declare that Sartorius AG complied with the recommendations promulgated by the Government Commission on the German Corporate Governance Code (GCGC) in the period since issuing last year's Declaration of Compliance dated December 9, 2021, with the following exception, and will continue to comply in the future:

In divergence from the recommendation pursuant to G.10(1) of the GCGC, the variable compensation paid to the members of the Executive Board – except for that of the Executive Board Chairman – consists only to a minor extent of share-based compensation components. The Supervisory Board is of the opinion that the existing structure of the variable compensation, which corresponds to the compensation system approved by the Annual General Meeting, also achieves an incentive structure that is geared towards the sustainable and long-term development of the Company.

For the period prior to June 27, 2022, the above declaration refers to the GCGC as amended on December 16, 2019, and for subsequent periods to the GCGC as amended on April 28, 2022, as published by the Federal Ministry of Justice in the official section of Germany's Federal Gazette ("Bundesanzeiger") on June 27, 2022.

Göttingen, December 8, 2022

For the Supervisory Board

Dr. Lothar Kappich

For the Executive Board

Dr. Joachim Kreuzburg

Further Remarks Concerning Corporate Governance

Sartorius AG is a joint stock corporation founded under German law and headquartered in Göttingen, Germany. With the Annual General Meeting, Supervisory Board; and Executive Board, it has three corporate managerial bodies whose tasks and powers are essentially derived from the German Stock Corporation Law ("Aktengesetz", abbreviated in German as "AktG") and the company's Articles of Association.

As owners of the company, the shareholders exercise their rights at its Annual General Meeting, where they decide, in particular, on the appropriation of profits, measures concerning share capital, amendments to the Articles of Association, formal approval of the actions taken by the Supervisory Board and the Executive Board, and the appointment of statutory auditors, as well as electing shareholder representatives to the Supervisory Board. The Annual General Meeting meeting is held at least once a year within the first eight months of the respective fiscal year.

In managing the company, the Supervisory Board and the Executive Board perform their tasks in a dual management system, each with separate duties and powers.

The Supervisory Board appoints members to the Executive Board, determines their compensation and monitors and advises the Executive Board in its management of the company. The Supervisory Board is not authorized to take any operational management measures for the business. The Supervisory Board's rules of procedure are published on the company's website.

The Executive Board is responsible for independently managing the company. In particular, it defines corporate strategy, coordinates and agrees on this approach with the Supervisory Board, and implements such corporate strategy. In line with established reporting obligations, the Executive Board regularly informs the Supervisory Board promptly and comprehensively, and requests the latter's approval for certain key business transactions.

Composition and Operating Mode of the Supervisory Board and Its Committees

The Supervisory Board has an equal number of shareholder representatives and employee representatives: six shareholder representatives elected by the Annual General Meeting and six employee representatives elected according to the German Codetermination Law ("Mitbestimmungsgesetz"). The members serve a regular term of office of five years. Members can be reelected. Details on the members of the Supervisory Board and its committees are provided on pages 240 to 243.

The Supervisory Board Chairman coordinates the work of the Supervisory Board, convenes the meetings, and chairs them. Furthermore, he is the first individual for the Executive Board to contact and externally represents the matters of the Supervisory Board.

The Supervisory Board holds at least two meetings every six months. This board has established four committees: the Executive Task Committee, the Audit Committee, the Conciliation Committee, and the Nomination Committee. The Executive Task Committee, Audit Committee, and Conciliation Committee each have four members, consisting of an equal number of shareholder representatives and employee representatives. The Executive Task Committee and Audit Committee hold regular meetings; the Conciliation Committee and the Nomination Committee meet only as necessary.

Audit Committee

Chair:

Prof. Dr. Klaus Rüdiger Trützschler

Other members:

Dr. Lothar Kappich

Dietmar Müller

Manfred Zaffke

Duties:

The Audit Committee supports the Supervisory Board in performing its supervisory function.

It must include at least one member of the Supervisory Board with expertise in the field of accounting and at least one other member with expertise in the field of auditing.

The Chairman of the Audit Committee, Prof. Dr. Klaus Trützschler, is independent and has expertise in the fields of accounting, auditing, and risk management thanks to his many years of service as Chief Financial Officer, Audit Committee member, and professor of business administration. In addition, Professor Trützschler actively follows current developments in the field of sustainability reporting and contributes this expertise to the Audit Committee and the Supervisory Board of Sartorius AG.

As a further member of the Audit Committee, Dr. Lothar Kappich has particular knowledge and experience in the application of accounting principles and internal control procedures from his professional practice as a controller, general manager, and management consultant. Dr. Kappich also possesses expertise in the fields of sustainability reporting and auditing.

Executive Task Committee

Chair:

Dr. Lothar Kappich

Other members:

Annette Becker

Prof. Dr. Klaus Rüdiger Trützschler

Manfred Zaffke

Duties:

The Executive Task Committee carries out preparatory work for resolutions and issues to be addressed in the meetings of the Supervisory Board. It also oversees the preparations for appointments, including the compensation and employment contract conditions of members of the Executive Board. The Executive Task Committee regularly discusses long-term succession planning for the Executive Board.

Nomination Committee

Members:

Dr. Lothar Kappich

Dr. Daniela Favoccia

Prof. Dr. Klaus Rüdiger Trützschler

Duties:

The Nomination Committee consists of three members representing the shareholders. Its task is to suggest suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting for the shareholder representatives on the Supervisory Board. In doing so, it takes into account the goals regarding the Board's composition.

Conciliation Committee**Chairman:**

Dr. Lothar Kappich

Other members:

Annette Becker

Prof. Dr. Klaus Rüdiger Trützschler

Manfred Zaffke

Duties:

The Conciliation Committee meets if the majority required in connection with the appointment of members to the bodies authorized to represent the company for legal purposes is not reached.

Further information on the number and agenda of the individual meetings of the Supervisory Board and its committees as well as individual meeting attendance in the reporting year can be found in the Supervisory Board's report on pages 11 to 15.

The Supervisory Board carries out an assessment annually to determine how effectively the board as a whole and its committees fulfill their tasks. In the reporting year, this self-assessment was completed with external support on the basis of a questionnaire that was filled out by the Supervisory Board members. The results of this survey were presented in anonymized form in December 2022 and discussed within the Supervisory Board.

Appointment Objectives for the Supervisory Board in terms of Areas of Expertise and Diversity

Members of the Supervisory Board of Sartorius AG are to be appointed such that they, on the whole, have the knowledge, skills, and experience that are necessary to perform the Board's duties properly.

For this purpose and based on the recommendations of the German Corporate Governance Code, the Supervisory Board decided on the following appointment objectives:

- **Diversity:** The members of the Supervisory Board should have complementary professional profiles and international experience. In view of achieving an appropriate gender balance, the legal quotas of at least 30% women and at least 30% men apply to the Sartorius Supervisory Board. The shareholder representatives and the employee representatives decided to fulfill these legal targets separately. Further details can be found in the Supervisory Board's competence profile.
- **Age limit:** A fundamental age limit of 70 applies to members of the Supervisory Board at the time they are elected. The age limit may be waived in individual cases, provided there are no reservations about the suitability of the persons proposed and their election is expedient to the interests of the company in spite of the age limit being exceeded.

- Maximum number of mandates / time resources: A Supervisory Board member who is not a member of the management board of a listed company is not to hold more than five Supervisory Board positions at external listed companies or perform comparable functions; in this regard, the chairmanship of a Supervisory Board counts twice. A Supervisory Board member who is a member of the management board of a listed company must not hold more than two Supervisory Board positions at external listed companies or perform comparable functions, and must not chair the Supervisory Board at an external listed company. Regardless of other mandates held, care must be taken that every member has enough time to fulfill his or her mandate in the Supervisory Board of Sartorius AG.
- Independence: According to the GCGC, the Supervisory Board should include an appropriate number of shareholder representatives, but no less than four independent members. The ownership structure is to be taken into account. In the opinion of the shareholder representatives on the Supervisory Board, Prof. Dr. David Ebsworth, Dr. Daniela Favoccia, Ilke Hildegard Panzer, Frank Riemensperger, and Prof. Dr. Klaus Rüdiger Trützschler are independent members of the Supervisory Board. As the executor for the community of heirs of Horst Sartorius, Dr. Lothar Kappich is to be regarded as dependent upon the controlling shareholder. However, despite the fact that Dr. Kappich has served on the Supervisory Board since April 2007 and has thus been a member for more than 12 years, the shareholders on the Supervisory Board regard him as independent of the company and its Executive Board. Thus, a Supervisory Board membership of many years alone would not constitute the grounds for the existence of any significant, or not merely temporary, conflict of interest. In particular, the fact that Dr. Kappich represents the majority of the voting rights in the company counters the presumption of his dependence on the company and its Executive Board.
- Former members of the Executive Board: No more than two former members of the Sartorius Executive Board are to serve simultaneously on the Supervisory Board.
- Function at competitor companies: Members of the Supervisory Board should not hold any board function or consulting mandate at companies that are important competitors of Sartorius AG, and should not be in a personal relationship to an important competitor.
- In addition, the Supervisory Board has defined a competence profile. The members of the Supervisory Board should have experience in the life science sector as well as knowledge of key competitors and a basic understanding of marketing and sales strategies.
- Members of the Supervisory Board should have knowledge of technologies and products relevant to the Group as well as experience in the fields of innovation processes and research & product development, especially in the biopharmaceutical sector.
- Members of the Supervisory Board should have expertise in the international markets relevant to the Sartorius Group.
- Members of the Supervisory Board need to have in-depth knowledge of financial business processes and competences in financial controlling and risk management; at least one member of the Supervisory Board must have expert knowledge of accounting and at least one further member of the Supervisory Board expert knowledge of auditing (Section 100, Subsection 5 of AktG). Accounting and auditing activities also include sustainability reporting and its audit.
- Members of the Supervisory Board should have in-depth knowledge of law and compliance, in particular expertise in the areas of capital markets and corporate law. In addition, members should have knowledge and experience in the field of corporate governance.

- The Board should have in-depth knowledge of and experience in human resources issues, in particular in the fields of international human resources planning as well as executive recruitment and succession planning.
- The Supervisory Board should have in-depth knowledge of the Sartorius organizational structure and processes in order to be able to take the employees' perspective into account.
- Members of the Supervisory Board should have experience in the areas of digitalization and data-based business models.
- Furthermore, there should be sufficient sustainability/ESG and CSR expertise on the Board.
- The Supervisory Board should also always include members with international experience or backgrounds.

According to the Supervisory Board's self-assessment, the members on its board meet the diversity and competency requirements. In addition, the board meets the appointment objectives described above.

Competency profile

	L. Kappich	M. Zaffke	A. Becker	D. Ebsworth	D. Favoccia	P. Kirchhoff
Corporate governance and strategy development	X	X			X	X
Customer-specific perspectives					X	
Technology and product development					X	
International markets					X	X
Financial economy	X	X			X	X
Corporate and capital market law						X
Human resources		X	X	X		
Employee-specific perspectives		X	X			X
Digitalization			X			
Competence sustainability and regulatory affairs	X				X	X
International experience or life backgrounds					X	X

	D. Müller	I. Panzer	H. Ritau	K. Trützscher	F. Riemensperger	S. Wirth
Corporate governance and strategy development		X			X	X
Customer-specific perspectives	X	X	X			
Technology and product development		X				X
International markets		X				X
Financial economy	X				X	
Corporate and capital market law					X	
Human resources		X			X	X
Employee-specific perspectives	X		X			X
Digitalization		X	X			X
Competence sustainability and regulatory affairs					X	
International experience or life backgrounds		X				X

With a view to achieving an equal gender balance, the Supervisory Board meets the quota of 30% set for the underrepresented gender. The Supervisory Board includes a total of seven men (around 58%), of whom four are shareholder representatives and three are employee representatives. In addition, five women (around

42%) are members of this board, among them two representatives of the share owners and three representatives of the employees. As a result, the gender quota requirements are met on both sides of Supervisory Board representation and on the full Supervisory Board itself.

To facilitate comparison of the appointment objectives, brief resumés of the Supervisory Board members are available on the Sartorius website.

Composition and Operating Mode of the Executive Board

The Executive Board of Sartorius AG manages the company under its own responsibility, with the goal of increasing the company's value over the long term. It develops the company's strategy, coordinates it with the Supervisory Board, and ensures that this strategy is implemented effectively. Beyond that, the rules of procedure for the Executive Board define the legal transactions requiring approval by the Supervisory Board in order for such transactions to be affected. The Executive Board is responsible for compliance with all provisions of the law and the company's internal policies, as well as for appropriate risk management.

Decision-making by the Executive Board is done at its regular meetings, which are convoked and conducted by the Chairman. Other specialists and managers are invited as necessary to provide advice.

The Executive Board members are jointly responsible as a collegiate body for matters of special significance. In all other respects, each member independently manages the area of the company to which he or she has been assigned in accordance with the distribution-of-business plan, and the Chairman must be informed of all material transactions and events.

Composition of the Executive Board, Diversity and Competency Requirements

In the opinion of the Supervisory Board, the basic qualification criteria for appointments to positions on the Executive Board are professional qualifications for heading each particular area of responsibility, a proven track record along the individual's career path, and impressive managerial skills. In addition, the Supervisory Board also considers the aspect of diversity in its appointment decisions. Therefore, the Supervisory Board strives to appoint people with complementary profiles, professional and personal life experiences and in different age brackets to the Executive Board. Moreover, the latter board is required to have broad international experience.

The Supervisory Board deals regularly with succession planning for the Executive Board in its Executive Task Committee and in its plenary sessions. To identify special talent within the company, promising junior staff are invited to make presentations to the Supervisory Board on specific topics.

An Executive Board member must not be older than 65 years of age at the time of his or her appointment. This age limit can be waived in individual cases, provided there are no reservations about the suitability of the person proposed and his or her appointment is expedient to the interests of the company in spite of the age limit being exceeded.

Currently, the Executive Board of Sartorius AG consists of four men and, since January 1, 2019, with the same personnel composition.

Name	Ressort	Year of birth	Initial order	End of current ordering period
Dr. Joachim Kreuzburg (Chairman)	Chairman of the Board	1965	2002	November 10, 2025
René Fáber	Full member, responsible for the BPS division	1975	2019	December 31, 2026
Rainer Lehmann	Chief Financial Officer	1975	2017	February 28, 2025
John Gerard Mackay	Full member, responsible for the LPS division	1962	2019	December 31, 2023

Further information, including information on memberships of supervisory boards and other comparable domestic and foreign supervisory bodies of business enterprises, is published on page 244 of this report.

The statutory participation requirement pursuant to Section 76(3a) AktG, which came into force in August 2022, applies to the number of women on the Executive Board. The statutory participation requirement will be implemented with the next new appointment to the Executive Board.

Regarding the appointment of women to the Executive Board of Sartorius AG as well, the Supervisory Board supports the activities of the Executive Board to further increase the percentage of female executives at the management levels subordinate to the Executive Board in the company. The Executive Task Committee and the full Supervisory Board regularly receive reports on the development of the proportions of women in senior-level management positions.

First and Second Management Levels Below the Executive Board

Over the past years, the percentage of women at the first two management levels below the Executive Board has considerably increased on the whole and is already at a comparably high level.

The Executive Board resolved in 2017 to increase the percentage of women at both levels of management below this Board to around 30% by the next deadline of June 30, 2022. The target was clearly exceeded, with the percentage of women at the first level standing at 50% (N-1: 9 women / 9 men), while at the second level it was roughly achieved at around 29% (N-2: 25 women / 61 men).

A target of one-third women was set for both management levels in March 2022, to be achieved by the deadline of December 31, 2025.

It should be noted that owing to the relatively small number of managers at the first level, even individual personnel changes can lead to sizable swings in this percentage. Moreover, the integration of acquired companies has frequently led to fluctuations in the past, and this effect cannot be ruled out for the future.

Remuneration Report | Remuneration Policy

The remuneration report for fiscal 2022 and the auditor's notice in accordance with Section 162 of AktG, the compensation policy currently in place as approved by the Annual General Meeting on March 26, 2021, pursuant to Section 87a, Subsections 1 and 2, sentence 1, of AktG, and the resolution approved by the Annual General Meeting on March 26, 2021, on the remuneration pursuant to Section 113, Subsection 3, of AktG are publicly accessible at www.sartorius.de/Compliance.

Further Corporate Governance Practices

Risk Management, Internal Monitoring System and Compliance Management System

Conscientious management of commercial risks is a key principle of good corporate governance. Sartorius AG and the Group have at their disposal enterprise-wide and company-specific reporting and control systems designed to facilitate the recording, assessment and management of commercial risks. These systems are developed and adapted continuously as conditions evolve. The Executive Board informs the Supervisory Board regularly of existing risks and their development. The Audit Committee is concerned, in particular, with monitoring of the following: the accounting process including reporting; the efficacy of the internal control system; risk management and the internal auditing system; compliance; and the independent statutory audit. Details on risk management are presented in the Opportunity and Risk Report.

The internal control system (ICS) is based on the principles, guidelines, and measures introduced by the Executive Board that are aimed at the organizational implementation of the Executive Board's decisions. They include the management of risks and opportunities relating to the achievement of business objectives, ensuring that internal and external accounting is accurate and reliable, and compliance with the legal rules and regulations relevant to Sartorius. This also includes sustainability aspects, which are continuously refined and updated on the basis of regulatory requirements.

All of the Sartorius Group's functions are integrated into a global matrix organization and are part of the ICS. The scope of activities each function is responsible for performing varies and depends, among other aspects, on the specific risks associated with the function. Each function's management is required to implement an appropriate and effective ICS in its area of responsibility, based on the methodology that is mandatory throughout the Group.

Overall responsibility for the ICS lies with the Executive Board. The Sartorius Group's individual functions support the Executive Board in creating and maintaining appropriate and effective processes for implementing, monitoring, and reporting on internal control activities.

Extensive control activities are carried out by managers and employees within each function's individually defined processes to ensure that the processes are reliable and effective. As a result, this ensures compliance with legal requirements and internal guidelines as well as properly conducted business transactions. Examples of such control activities include the analysis of situations and developments with reference to specific key indicators. Based on the defined control mechanisms, errors can be identified and corrected at the Group level. In addition, the Group Auditing Department draws up a risk-based audit plan each year and reviews in spot checks whether basic legal requirements and internal group guidelines are complied with for the Group's entire control and risk management system. This monitoring function covers, in particular, audits of the functional efficiency and effectiveness of defined control measures. The results of these audits are reported directly to the audited functions, making it possible to efficiently remedy any identified deficiencies and to further enhance the company's internal control system (ICS). The Executive Board and the Supervisory Board regularly receive reports on audit activities. The main rules governing the organization of the ICS are defined in a manual based on business processes. This manual combines all ICS-relevant requirements that Group management considers of material importance into one standardized document and will be supplemented by further appropriate rules as necessary.

Part of the ICS is also a compliance management system that is valid worldwide. With this, Sartorius ensures that the members of its individual boards, executives and employees comply with all legal regulations and

codes, and perform their activities in accordance with the company's internal rules and guidelines. Targeted training and awareness-raising prevent any misconduct, as well as economic damage and loss of image.

Sartorius makes every effort to ensure optimal risk management by using a combination of approaches: a preventive compliance approach designed to proactively stop any potential breaches before they occur and a repressive compliance approach intended to continuously monitor compliance with the company's rules. These processes are closely intermeshed, creating a standardized compliance management system that aims to offer the best possible protection against potential violations of rules and regulations. Sartorius has developed a Code of Conduct as a preventive component of its compliance management system and has committed to an Anti-Corruption Code. An internal system is available for reporting any suspicious circumstances involving potential compliance violations.

The Executive Board is not aware of any circumstances that would speak against the suitability and effectiveness of the risk management system and the ICS.

Further information can be found in the "Description of the Key Features of the Internal Control System" section on pages 88 et seq. and on the company's website at www.sartorius.com.

Transparency

Sartorius AG places great importance on disclosing consistent and complete information promptly. Information about the economic position of the Group and new developments is consequently released regularly, without delay, as it becomes known in order to inform participants in the capital market and interested members of the public at large. The annual report, first-half financial report, and quarterly reports are published within the time frames specified for this purpose. Current developments and material events are publicized as press releases and, where appropriate, ad hoc announcements. This information is usually made available in German and English simultaneously and published via suitable media and on the internet. Capital market participants remain in close contact with the company's investor relations team. Investors and analysts are provided information on current and future business performance in conference calls held in conjunction with the respective quarterly reporting. Sartorius regularly participates in roadshows and investor conferences and holds its own capital market events.

The chief recurring events and publications, such as the Annual General Meeting, the annual report and the interim reports, are listed on a financial calendar that may be viewed at any time on the Group website.

Share Trading Activities of Supervisory and Executive Board Members

We have been notified of the following transactions involving Sartorius AG shares or related financial instruments by members of the Executive Board and Supervisory Board or other persons with management responsibilities, as well as by persons closely related to them: The Chairman of the Executive Board, Dr. Joachim Kreuzburg, sold a total of 20,000 preference shares on November 14, 2022. Reported transactions are published on the Sartorius AG website.

The Chairman of the Executive Board, Dr. Joachim Kreuzburg, holds 113,785 ordinary shares and 93,785 preference shares in the company. They were transferred to him as components of his compensation on the basis of corresponding agreements in his employment contracts dated December 18, 2015, and November 26, 2020, each with a minimum holding period of four years from the beginning of the respective contract. For further information on this transfer, please see the Remuneration Report on pp. 137 et seq.

As executor of the estate of Horst Sartorius, the Supervisory Board Chairman, Dr. Lothar Kappich, holds around 50.1% of the ordinary shares issued by the company. Beyond this, there is no notifiable possession of shares or financial instruments by members of the Executive Board or Supervisory Board consisting directly or indirectly of more than 1% of the shares issued by the company.

Accounting and Independent Statutory Audit

The consolidated financial statements and the Group Management Report, as well as the consolidated interim financial statements and reports, are prepared in accordance with the International Financial Reporting Standards (IFRS) as they are to be applied within the EU, and according to the commercial law regulations to be applied under Section 315e, Subsection 1, of the German Commercial Code, HGB. The annual financial statements of Sartorius AG are prepared in accordance with German commercial law, HGB. The consolidated financial statements and the annual financial statements are prepared by the Executive Board, audited by the independent auditors elected by the Annual General Meeting, and approved by the Supervisory Board.

It has been agreed with the independent auditors that they will notify the Supervisory Board directly of any potential disqualification or bias issues and any material findings and incidents identified during the audit. This also encompasses the corporate governance reporting duties pursuant to Section 161 of the German Stock Corporation Law (Aktiengesetz).

The Supervisory Board | The Executive Board